

CANADIAN OREBODIES INC.

**301 – 141 Adelaide Street West
Toronto, Ontario M5H 3L5**

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of the shareholders (the “**Meeting**”) of Canadian Orebodies Inc. (the “**Corporation**”) will be held in the offices of Norton Rose Canada LLP, Royal Bank Plaza, South Tower, Suite 3800, 200 Bay Street, Toronto, Ontario, M5J 3Z4 on the 6th day of September, 2012, at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the fiscal year ended January 31, 2012, together with the report of the auditors thereon;
2. to elect directors;
3. to appoint auditors and to authorize the directors to fix the auditor’s remuneration;
4. to consider and, if thought appropriate, to pass an ordinary resolution, with or without variation, re-approving the Corporation’s “rolling” stock option plan which provides that the maximum number of common shares that may be reserved and set aside for issuance under the stock option plan shall not exceed 10% of the aggregate number of common shares outstanding (the “**Stock Option Plan Resolution**”); and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The nature of the business to be transacted at the Meeting, including the text of the Stock Option Plan Resolution, is described in further detail in the accompanying management information circular dated August 7, 2012 which accompanies this notice.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting (the “**Record Date**”) is August 3, 2012. Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting, or any adjournment thereof, in person are requested to date, sign and return the accompanying form of proxy (the “Proxy Form”) for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be deposited at the office of Equity Financial Trust Company, by mail to Suite 400, 200 University Avenue, Toronto, Ontario, M5H 4H1 or by fax to (416) 595-9593, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or the shareholder's attorney authorized in writing or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. Each shareholder of the Corporation has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided on the Proxy Form.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a shareholder should be delivered by fax to Equity Financial Trust Company at **(416) 595-9593**.

DATED at Toronto, Ontario as of the 7th day of August, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

(signed)

**Gordon McKinnon
President & Chief Executive Officer**