

JAMES BAY RESOURCES LIMITED

20 Victoria Street, Suite 800
Toronto, Ontario M5C 2N8

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF THE CORPORATION TO
BE HELD ON WEDNESDAY, JUNE 29, 2011**

TO THE SHAREHOLDERS OF JAMES BAY RESOURCES LIMITED

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of **JAMES BAY RESOURCES LIMITED** (the "**Corporation**") will be held at **the offices of WeirFoulds LLP, Mason Room, 130 King Street West, Suite 1500, Toronto, Ontario**, on Wednesday, June 29, 2011 at the hour of 4:00 p.m., Toronto time, for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the fiscal year ended December 31, 2010, together with the report of the auditors thereon;
2. To elect the directors of the Corporation;
3. To reappoint McGovern, Hurley, Cunningham, LLP as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
4. To consider and, if thought advisable, pass, an ordinary resolution of Shareholders approving for the ensuing year the Corporation's 2008 Stock Option Plan (the "**Option Plan**"), reserving for grant options to acquire up to a maximum of 10% of the issued and outstanding shares of the Corporation calculated at the time of each stock option grant;
5. To approve, pursuant to the policies of the TSX Venture Exchange, the amendments to the Option Plan to include provisions regarding the withholding of income tax upon the exercise of options; and
6. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also accompanying this notice is a form of proxy. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on May 25, 2011 are entitled to receive notice of and vote at the Meeting and any adjournment or postponement thereof.

If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Equity Financial Trust Company, the registrar and transfer agent of the Corporation, at 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 (fax 416.595.9593), not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the meeting or any adjournment thereof. Late proxies may be accepted or rejected by the chairman of the meeting in his discretion, and the chairman is under no obligation to accept or reject any particular late proxy.

If you are not a registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

DATED this 25th day of May, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

"Stephen Shefsky"

STEPHEN SHEFSKY, CHIEF EXECUTIVE OFFICER AND A DIRECTOR

Registered shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope. If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.