



Suite 301 – 700 West Pender Street  
Vancouver, B.C. V6C 1G8  
Tel. No. (604) 685-9700

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **Caza Gold Corp.** (the "Company") will be held at Suite 301 - 700 West Pender St, Vancouver, B.C. V6C 1G8, on **Tuesday, June 12, 2012 at 9:00 a.m.** (local time) to transact the usual business of an Annual General Meeting and for the following purposes:

1. To receive the Report of the Directors to the Shareholders.
2. To receive the financial statements of the Company for the fiscal period ended December 31, 2011 including the accompanying notes and the auditor's report.
3. To appoint an auditor for the Company to hold office until the close of the next Annual General Meeting.
4. To authorize the directors to fix the remuneration to be paid to the auditor of the Company.
5. To determine the number of directors at five (5).
6. To elect directors to hold office until the close of the next Annual General Meeting.
7. To consider, and if thought fit, to approve, with or without amendment, an ordinary resolution approving the Company's Incentive Stock Option Plan (the "Plan") which Plan allocates and reserves for issuance up to 10% of the Company's issued common shares from time to time for the purpose of granting options under the Plan.
8. To consider and, if thought fit, to pass a resolution to sanction, ratify and confirm the enactment of a Shareholder Rights Plan Agreement (the "Rights Plan"), the particulars of which are set out in the accompanying Management Information Circular;
9. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The accompanying 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. Copies of any documents to be considered, approved, ratified and adopted or authorized at the Meeting will be available for inspection at the registered and records office of the Company at 1040-999 West Hastings Street, Vancouver, B.C. V6C 2W2, during normal business hours up to **June 12, 2012** being the date of the Meeting, and at the Meeting.

The directors of the Company fixed the close of business on **May 8, 2012** as the record date for determining holders of common shares who are entitled to vote at the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed Form of Proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location in accordance with the instructions set out in the Form of Proxy and Information Circular accompanying this Notice.

Please advise the Company of any change in your address.

DATED at Vancouver, B.C. this 16<sup>th</sup> day of May, 2012.

BY ORDER OF THE BOARD  
**Caza Gold Corp.**

*“Bradford J. Cooke”*

Bradford J. Cooke, Director