



*301 – 700 West Pender Street  
Vancouver, BC V6C 1G8 Canada*

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**OF**

**CAZA GOLD CORP.**

**to be held December 11, 2013**

**As at November 5, 2013 unless otherwise noted**

**This Management Information Circular and the accompanying materials require your immediate attention.**

## NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Special General Meeting (the “**Meeting**”), of **Caza Gold Corp.** (the “**Company**”) will be held at Suite 301 – 700 West Pender Street, Vancouver, B.C. V6C 1G8, on December 11, 2013 at **9:00 a.m.** (local time) for the following purposes:

1. To approve, by ordinary resolution of the disinterested shareholders of the Company, the Company’s proposed private placement transaction which will result in the creation of a control person, as more particularly described in the accompanying Information Circular;
2. To determine the number of directors at seven (7) and to elect two additional directors to the board;
3. To approve, by special resolution of the shareholders of the Company, the consolidation of all the issued and outstanding common shares of the Company on the basis of three (3) old common shares for one (1) new common share, as more particularly described in the accompanying Information Circular;
4. To grant the proxyholder authority to vote at his/her discretion on any other business or amendment or variation to the previous resolutions; and
5. To approve the transaction of such other business as may properly come before the Meeting.

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. A copy of the Investment Agreement with respect to the private placement transaction has been filed by the Company on SEDAR at [www.sedar.com](http://www.sedar.com) under the Company’s profile.

The directors of the Company fixed the close of business on **November 5, 2013** 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 5<sup>th</sup> day of November, 2013.

BY ORDER OF THE BOARD OF DIRECTORS  
**CAZA GOLD CORP.**

*“Greg Myers”*

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Greg Myers, President and CEO