

RED METAL RESOURCES LTD.

195 Park Avenue
Thunder Bay, Ontario, Canada P7B 1B9

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held On Friday, May 18, 2012**

April 25, 2012

To the Stockholders of Red Metal Resources Ltd.:

NOTICE IS HEREBY GIVEN that the annual meeting of the stockholders ("Annual Meeting") of Red Metal Resources Ltd., a Nevada corporation ("we", "us", "our", or, the "company"), will be held on Friday, May 18, 2012 at 1:00 p.m. local time at 195 Park Avenue, Thunder Bay, Ontario, Canada.

The purpose of the meeting is to consider and vote upon the following proposals:

1. to elect Caitlin Jeffs, Michael Thompson and John Da Costa as directors of the company;
2. to ratify Dale Matheson Carr-Hilton LaBonte LLP as the auditors for the ensuing year; and
3. to approve the Amended and Restated Red Metal Resources Ltd. 2011 Equity Incentive Plan.

Our board of directors has fixed the close of business on Tuesday, April 24, 2012 as the record date for determining stockholders entitled to receive notice of, and to vote at, the Annual Meeting, or any adjournments or postponements thereof.

All stockholders as of the record date are cordially invited to attend the Annual Meeting in person. It is very important that your shares be represented at the Annual Meeting. To ensure that your vote will be counted a proxy and postage-paid envelope have been enclosed with this Notice of Annual Meeting and proxy statement. **WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, WE URGE YOU TO PLEASE, AS PROMPTLY AS POSSIBLE, COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ACCOMPANYING POSTAGE-PAID ENVELOPE. YOUR PROXY MAY BE REVOKED AT ANY TIME PRIOR TO ITS USE. IF YOU ATTEND THE ANNUAL MEETING YOU MAY REVOKE YOUR PROXY, IF YOU SO DESIRE, AND VOTE YOUR SHARES IN PERSON.**

By Order of the Board of Directors

/s/ Caitlin Jeffs

Caitlin Jeffs, Secretary
