

**TELFERSCOT RESOURCES INC.**  
SUITE 2702, 401 BAY STREET  
TORONTO, ONTARIO  
M5H 2Y4

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of Shareholders of Telferscot Resources Inc.. (the "**Corporation**") will be held at **the offices of Gardiner Roberts LLP, Suite 3100, 40 King Street West, Toronto, Ontario, at 11:00 o'clock in the morning (Toronto time), on Tuesday, the 26<sup>th</sup> day of June, 2012,** for the following purposes:

1. to receive and consider the audited financial statements of the Company for the fiscal year ending December 31, 2011 and the auditor's report thereon;
2. to appoint MSCM LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to elect the directors as nominated by Management;
4. The approval of an ordinary resolution approving the adoption of the Corporation's new By-Law Number Two as more particularly described in its Management Information Circular; and
5. to transact such further and other business as may properly come before the said Meeting or any adjournment or adjournments thereof.

A copy of an Information Circular, a Supplemental Mailing List Reply Form, a form of Proxy, the Audited Financial Statements of the Corporation for the years ended December 31, 2011, the Management Discussion and Analysis for the years ended December 31, 2011 and a return envelope accompany this Notice of Meeting.

Shareholders entitled to vote who do not expect to be present at the meeting are urged to date, sign and return the enclosed form of proxy. Refer to "Notes" on reverse.

**DATED** the 16<sup>th</sup> day of May, 2012.

**BY ORDER OF THE  
BOARD OF DIRECTORS**

*"signed"*

**JAMES GARCELON**  
C.E.O.

**NOTES:**

- (1) As provided in the Canada Business Corporations Act shareholders registered on the books of the Corporation at the close of business on May 16, 2012 are entitled to notice of the meeting.
- (2) Shareholders registered on the books of the Corporation at the close of business on May 16, 2012 are entitled to vote at the meeting.
- (3) The directors have fixed the hour of 4:00 p.m. in the afternoon on June 22, 2012 as the time before which the instrument of proxy to be used at the meeting must be deposited with the Transfer Agent of the Corporation, Capital Transfer Agency Inc., 105 Adelaide Street West, Toronto, Ontario, M5H 1P9, provided that a proxy may be delivered to the Chairman of the meeting on the day of the meeting or any adjournment thereof prior to the time for voting.