



**NOTICE OF
SPECIAL AND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Special and Annual General Meeting of shareholders of **RED ORE GOLD INC.** (the "Company") will be held at the operations office of the Company, Suite 205 – 2742 St. Joseph Boulevard, Orleans, ON., K1C 1G5 on the 24th day of October, 2012 at the hour of 11:00 in the morning EDT, for the following purposes:

1. To receive and consider the annual report of the Directors to the shareholders;
2. To receive and consider the audited financial statements of the Company for the year ended April 30, 2012, and the auditors' report thereon;
3. To appoint auditors for the ensuing year and to authorize the Directors to fix the auditors' remuneration;
4. To determine the number of directors of the Company at five (5);
5. To elect Directors for the ensuing year;
6. To consider and if thought fit, pass a special resolution at the Meeting to approve the creation of Series Preferred Shares;
7. To consider, and if thought fit, approve a special resolution at the Meeting to amend the Notice of Articles of the Company by deleting the articles in their entirety and replacing them with Articles substantially in the form presented to the Meeting;
8. To consider and if thought fit pass a resolution of disinterested shareholders approving and ratifying the distribution of Contractor Shares during the most recently completed financial year ending April 30, 2012;
9. To consider and if thought fit pass a resolution of disinterested shareholders approving and ratifying the distribution of Stock Compensation Issued to a Land Manager during the most recently completed financial year ending April 30, 2012; and
10. To transact such other business as may properly come before the meeting.

An Information Circular for the fiscal year ended April 30, 2012, Form of Proxy, Notes to Proxy and Supplemental Mailing List Return Card also accompany this Notice of Meeting. A copy of the audited Financial Reports as at April 30, 2012 has been filed on the SEDAR filing system, and may be viewed by interested shareholders by visiting the SEDAR website at www.sedar.com.

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON ARE REQUESTED TO DATE AND SIGN THE ENCLOSED PROXY FORM AND RETURN IT PROMPTLY TO THE COMPANY'S REGISTRAR AND TRANSFER AGENT IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT IN THE FORM OF PROXY AND INFORMATION CIRCULAR ACCOMPANYING THIS NOTICE. THE PROXY WILL NOT BE USED AT THE MEETING OR ANY ADJOURNMENT(S) THEREOF UNLESS THE SAME IS DEPOSITED AT THE OFFICE OF THE REGISTRAR AND TRANSFER AGENT, Capital Transfer Agency Inc. 105 Adelaide St. W., Suite 1101 Toronto, ON M5H 1P9 , AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE HOLDING OF THE MEETING. THE ENCLOSED PROXY FORM IS SOLICITED BY MANAGEMENT AND YOU MAY AMEND IT, IF YOU SO DESIRE, BY STRIKING OUT THE NAMES LISTED THEREIN AND INSERTING IN THE SPACE PROVIDED THE NAME OF THE PERSON YOU WISH TO REPRESENT YOU AT THE MEETING.

IF A SHAREHOLDER RECEIVES MORE THAN ONE PROXY FORM BECAUSE SUCH SHAREHOLDER OWNS SHARES REGISTERED IN DIFFERENT NAMES OR ADDRESSES, EACH PROXY FORM SHOULD BE COMPLETED AND RETURNED.

Dated at Toronto, Ontario this 25th day of September 2012.

BY ORDER OF THE BOARD

SIGNED

LARRY HOOVER
CHIEF EXECUTIVE OFFICER