



**RED ORE GOLD INC.**

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

**TAKE NOTICE THAT** an annual and special meeting (the “**Meeting**”) of the shareholders of Red Ore Gold Inc. (the “**Corporation**”) will be held at #408-150-24th Street, West Vancouver, BC, V7V 4G8 on Friday, October 28, 2016, at 10:00 a.m. (PDT) for the following purposes:

1. to table the audited financial statements of the Corporation for the financial years ended April 30, 2014, 2015 and 2016 and the accompanying report of the auditors thereon;
  2. to re-appoint Mazars Harel Drouin, LLP, Chartered Accountants as the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the auditor’s remuneration;
  3. to set the number of directors at five (5) and to elect a board of five (5) directors of the Corporation to serve until the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed, as more fully described in the Management Information Circular;
  4. to consider, and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving and confirming the stock option plan of the Corporation (attached as Schedule “B” to the Management Information Circular), as more fully described in the Management Information Circular;
  5. to consider and, if deemed appropriate, to pass, with or without variation,
    - a. a special resolution approving the consolidation of the issued and outstanding common shares in the capital of the Corporation at a ratio of one (1) post-consolidation common share for every 30 pre-consolidation common shares, as more fully described in the Management Information Circular and
    - b. approving an amendment to the articles of the Corporation to change the name of the Corporation to such other name as the board of directors of the Corporation, in its sole discretion, deems appropriate, as more fully described in the Management Information Circular;
- ; and
6. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

A copy of the Management Information Circular (the “Circular”), the audited financial statements of the Corporation for the fiscal years ended April 30, 2016, 2015 and 2014 (the “Annual Financial Statements”) and the Corporation’s management’s discussion and analysis for the fiscal years ended April 30, 2016, 2015 and 2014 (the “Annual MD&A”) 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" below.

### **NOTICE-AND-ACCESS**

Notice is also hereby given that the Corporation has decided to use the notice-and-access method of delivery of meeting materials for the 2015 Annual and Special Meeting of Shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Circular, the Annual Financial Statements and Annual MD&A and other meeting materials (collectively the "Meeting Materials"), shareholders receive a notification (the "Notice-and-Access Notification") with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting.

#### **Websites Where Meeting Materials Are Posted:**

Meeting Materials can be viewed online under the Corporation's profile at [www.sedar.com](http://www.sedar.com) or on Capital Transfer Agency's ("Capital") website at <http://www.capitaltransferagency.com/meetingmaterials.html>.

#### **How to Obtain Paper Copies of the Meeting Materials**

Registered holders or non-registered holders may request that paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Corporation's website.

In order to receive a paper copy of the Meeting Materials, registered holders can call Capital toll free at 1-800-631-0940 in North America or 416-350-5007 (outside North America).

In order to receive a paper copy of the Meeting Materials, non-registered holders can call Broadridge Investor Communication Solutions, Canada's toll free at 1-877-907-7643 on or before the day of the Meeting, or any adjournment thereof, or thereafter contact the Corporate Secretary of Corporation by email at [patricia@dowgroup.ca](mailto:patricia@dowgroup.ca) or by calling toll-free at 1-844-499-4482.

Requests should be received by 3:00 p.m. (Vancouver time) on October 20, 2016 in order to receive the Meeting Materials in advance of the Meeting. If you have questions concerning Notice-and-Access, please call Capital toll free at 1-800-631-0940.

### **RECORD DATE AND PROXY DELIVERY DATE**

The Board of Directors of the Corporation has, by resolution, fixed the close of business on September 13, 2016 as the Record Date, being the date for determination of the registered holders of Common

Shares entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof.

The Board of Directors of the Corporation has, by resolution, fixed the hour of 3:00 p.m. in the afternoon (Vancouver time) on October 24, 2016 being not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the day of the Meeting, or any adjournment thereof, 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., 121 Richmond Street, Suite 401, Toronto, Ontario, M5H 2K1, 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 to revoke a valid proxy previously delivered in accordance with the foregoing.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of proxy or voting instruction form delivered to them with the Notice-and-Access Notification.

DATED at West Vancouver, B.C. this 20<sup>th</sup> day of September, 2016.

BY ORDER OF THE  
BOARD OF DIRECTORS

(signed)  
Robin Dow  
President & C.E.O.