

**PHOENIX GOLD RESOURCES CORP.**  
**(Formerly, Zuri Capital Corp.)**  
**1901 – 5000 Yonge Street**  
**Toronto, ON M2N 7E9**  
**Tel: (416) 865-3101 Fax: (416) 628-3801**

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

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of common shares of Phoenix Gold Resources Corp. (the “**Corporation**”) will be held at 700 – 595 Burrard Street, Vancouver, BC, on Thursday, October 2, 2014 at 10:00 a.m. (Vancouver time), for the following purposes:

1. To receive the Corporation’s audited consolidated financial statements for the financial year ended October 31, 2013 and the auditor’s report and management’s discussion and analysis thereon;
2. To appoint an auditor for the next year and to authorize the directors to fix the auditor’s remuneration;
3. To determine the number of directors and to elect directors;
4. To consider and, if thought fit, to approve the Corporation’s stock option plan;
5. To consider, and if thought fit, to pass, with or without variation, a special resolution authorizing the Corporation to amend its Articles of Incorporation for the addition of Article 10.11 concerning advance notice requirements for the nomination of directors, substantially in the form set out in Schedule B to the accompanying Management Information Circular; and
6. To transact any other business that may properly come before the Meeting and any adjournment thereof.

A Management Information Circular and a form of Proxy accompany this Notice. The Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice.

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his or her place. If you are unable to attend the Meeting or any adjournment in person, please read the instructions accompanying the enclosed form of Proxy and then complete, sign, and date the Proxy and then return it within the time and to the location set out in the instructions. The Company’s management is soliciting the enclosed form of Proxy; however, as set out in the instructions, you may amend the Proxy if you wish by striking out the names listed thereon and inserting in the space provided the name of the person you want to represent you at the Meeting.

Please advise the Company of any change in your address.

DATED at Toronto, Ontario, this 28<sup>th</sup> day of August, 2014.

**BY ORDER OF THE BOARD OF DIRECTORS**

“Glenn Laing”  
Director