



**MINDORO**  
RESOURCES LTD

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS**

Dear Shareholder(s):

You are receiving this notification because Mindoro Resources Ltd. (the "Corporation") has elected to use the Notice and Access method under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("Notice and Access") for delivery of meeting materials to for the upcoming Annual and Special Meeting of Shareholders (the "Meeting"). Under the Notice and Access provisions, you will still receive a proxy or voting instruction form by mail. However, instead of a paper copy of the Corporation's management information circular dated August 3, 2016 ("Information Circular"), you are receiving this notice outlining how you may access these materials electronically. The use of Notice and Access is more environmentally friendly and directly benefits the Corporation through a reduction in postage and material costs.

**MEETING DATE AND LOCATION**

When: Monday, September 12, 2016 at 9:00 AM (Manila Time)

Where: Monte Di Portofino Clubhouse  
Portofino Heights, Alabang  
Daang-hari, Las Pinas City  
Metro Manila, Philippines

**SHAREHOLDERS ARE BEING ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:**

1. to receive the audited financial statements of the Corporation and the report of the auditors for the year ended December 31, 2015;
2. to fix the number of directors of the Corporation to be elected at the Meeting;
3. to elect directors of the Corporation for the ensuing year;
4. to appoint auditors of the Corporation and to authorize the directors to fix the remuneration to be paid to the auditors;
5. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying management information circular and proxy statement (the "**Management Information Circular**"), adopting and re-approving the stock option plan of the Corporation and authorizing the Corporation's board of directors to make any amendments thereto that may be required for the purpose of obtaining the approval of applicable securities regulatory authorities or stock exchanges; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

**SHAREHOLDERS ARE REMINDED TO VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.**

## **WEBSITE WHERE THE MEETING MATERIALS ARE POSTED**

The Information Circular and other meeting materials may be viewed online at [www.sedar.com](http://www.sedar.com) or at [www.mindoro.com/s/2016AGM.asp](http://www.mindoro.com/s/2016AGM.asp)

## **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Shareholders may request to receive a paper copy of the Information Circular and other meeting materials by mail at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

- Calling +1.866.683.7233
- Sending an email to [noticeandaccess@mindoro.com](mailto:noticeandaccess@mindoro.com)

Requests should be received at least ten (10) business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the Information Circular in advance of such date and the meeting date.

## **VOTING**

**Beneficial shareholders:** are asked to return their voting instruction forms in accordance with the deadline and instructions noted on the voting instruction form:

**Registered Shareholders:** are asked to return their proxies no later than September 10, 2016 at 9:00 AM (Philippines Time) or if the meeting is adjourned or postponed no later than 48 hours prior to such adjourned or postponed Meeting (excluding Saturdays, Sundays and statutory holidays). Proxies may be returned by the following methods:

Mail:                   Computershare Investor Services  
                          Proxy Department  
                          135 West Beaver Creek  
                          PO Box 300  
                          Richmond Hill, ON L4B 4R5

By Hand:             Computershare Investor Services  
                          8<sup>th</sup> Floor, 100 University Ave  
                          Toronto, ON M5J 2Y1

Web:                   [www.investorvote.com](http://www.investorvote.com)

Phone:                1 (866) 732-8683

Alternatively, the completed form of proxy may be deposited with the Chairman of the Meeting on the day of the Meeting, or any adjournment or postponement thereof.

**SHAREHOLDERS WITH QUESTIONS REGARDING NOTICE AND ACCESS MAY CALL TOLL FREE AT +1.866.683.7233.**

Dated at Manila, Philippines this 3<sup>rd</sup> day of August, 2016.

By Order of the Board of Directors of  
**MINDORO RESOURCES LTD.**

(Signed) Mary Anne B. Antazo  
Interim Chief Executive Officer