



MINDORO
RESOURCES LTD

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN that an annual and special meeting (the "Meeting") of shareholders of Mindoro Resources Ltd. (the "Company") will be held in the **Turner Valley Room, The Edmonton Petroleum Club, 11110 – 108 Street, Edmonton, Alberta on November 28, 2014 at 10:30 a.m. (Edmonton time)**, for the purposes of:

1. receiving and considering the audited financial statements and the auditor's report for the year ended December 31, 2013, and the interim financial statements for the three and six months ended June 30, 2014;
2. approving amendments to By-Law No. 2;
3. electing the directors;
4. appointing the auditors and authorizing the directors to fix their remuneration;
5. approving the Stock Option Plan; and
6. transacting such other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders are referred to the Management Information Circular dated October 17, 2014 for more detailed information with respect to matters to be considered at the Meeting. The Corporation has opted to deliver its meeting materials to shareholders by posting them on its website at www.mindoro.com/s/2014AGM.asp and on SEDAR at www.sedar.com. The meeting materials are also available by request from the Corporation.

Registered Shareholders unable to attend the Meeting in person and who wish to ensure their shares will be voted at the Meeting are requested to complete, sign, date and return the enclosed form of proxy to Valiant Trust Company. Proxies must be received by Valiant Trust Company not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. **Beneficial Shareholders** receiving these documents from Broadridge Investor Communications Solutions should vote their shares as directed.

The directors of the Company have fixed the close of business on October 9, 2014 ("Record Date") as the record date for determination of shareholders entitled to notice of and to vote at the Meeting or any adjournment.

Dated at Edmonton, Alberta this 17th day of October, 2014.

By Order of the Board of Directors of

MINDORO RESOURCES LTD.

Penny Gould
Chief Executive Officer