

**MINDORO RESOURCES LTD.**

Suite 104, 17707-105 Avenue  
Edmonton, Alberta T5S 1T1

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

**June 14, 2011**

TO THE SHAREHOLDERS OF MINDORO RESOURCES LTD.:

NOTICE IS GIVEN that an annual and special meeting (the "**Meeting**") of shareholders of Mindoro Resources Ltd. (the "**Company**") will be held in the **Barclay Room, Westin Hotel, 320 4<sup>th</sup> Ave. SW, Calgary, Alberta**, on **June 14, 2011 at 10:00 a.m. (Calgary time)** for the following purposes:

1. to receive the audited financial statements for the year ended December 31, 2010, and the report of the auditors thereon;
2. to elect directors for the ensuing year;
3. to appoint the auditors for the ensuing year and to authorize the directors to fix their remuneration;
4. to approve the Stock Option Plan as required on an annual basis;
5. to transact such other business as may properly be brought before the Meeting or any adjournment.

Shareholders are referred to the accompanying Management Information Circular for more detailed information with respect to matters to be considered at the Meeting.

**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.**

**Non-registered shareholders receiving these documents from Broadridge Investor Communications Solutions should vote their shares as directed.**

**Registered holders of a CDI receiving these documents from Link Market Services Limited, the CDI registry in Australia, should follow instructions for completing and returning the form provided by Link.**

**If you hold your interest in a CDI through a broker, dealer, or other intermediary, you will need to follow the instructions provided by that intermediary.**

The close of business on **May 2, 2011**, has been fixed 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 2<sup>nd</sup> day of May, 2011.

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

"Jon Dugdale"  
**Jon Dugdale**  
*President and Chief Executive Officer*