



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 "Corporation") will be held in the **Ramada Hotel Downtown Calgary, 708 8th Avenue S.W. Calgary, Alberta, on June 12, 2015, at 10:30 a.m. (Calgary time)**, for the purposes of:

1. receiving and considering the audited financial statements and the auditor's report for the year ended December 31, 2014;
2. electing the directors;
3. appointing the auditors and authorizing the directors to fix their remuneration;
4. approving the Stock Option Plan;
5. approving by special resolution a proposed share consolidation;
6. approving and ratifying Prime Resources Holdings, Inc. as a new "Control Person" under the rules of the TSX Venture Exchange;
7. the transaction of such other business as may properly be brought before the Meeting or any adjournment thereof.

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

The directors of the Corporation have fixed the close of business on April 24, 2015 ("Record Date") as the record date for determination of shareholders entitled to give notice of and to vote at the Meeting or any adjournment.

Dated at Edmonton, Alberta this 12 day of May, 2015.

By Order of the Board of Directors of

MINDORO RESOURCES LTD.

"signed"

Luis Santos

Chief Executive Officer

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.