



MINDORO

RESOURCES LTD

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN that an annual and special meeting (the “Meeting”) of the shareholders of Mindoro Resources Ltd. (the “Corporation”) will be held at **Monte Di Portofino Clubhouse, Portofino Heights, Alabang, Daang-hari, Las Pinas City, Metro Manila, Philippines on September 12, 2016, at 9:00 a.m. (Manila time)**, for the following purposes:

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 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 August 3, 2016 (the “**Record Date**”) as the record date for determination of shareholders entitled to give notice of and to vote at the Meeting or any adjournment.

A shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. Registered Shareholders who are 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 Computershare Trust Company of Canada in accordance with the instructions set forth in the accompanying Management Information Circular. Proxies must be received by Computershare Trust Company of Canada not less than 48 hours (excluding Saturdays, Sundays, and statutory holidays) before the time of the Meeting or any adjournment thereof. Beneficial Shareholders receiving this document from Broadridge Investor Communications Solutions should vote their shares as directed.

SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDERS’ RISK.

MINDORO RESOURCES LTD

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Dated at Manila, Philippines this 3rd day of August, 2016.

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

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