

GOLD-ORE RESOURCES LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual and special meeting of the shareholders of GOLD-ORE RESOURCES LTD. (the "Corporation") will be held at the XCHANGE Conference Centre, 2nd Floor – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4, on May 31, 2011 at 2:00 p.m. (Vancouver time) for the purposes of:

- (a) receiving and considering the audited financial statements of the Corporation for the year ended November 30, 2010, and the report of its auditors;
- (b) electing the directors for the ensuing year;
- (c) appointing auditors for the ensuing year and authorizing the directors to fix the auditor's remuneration;
- (d) transacting such other business as may properly come before the said meeting or any adjournment thereof.

DATED: April 29, 2011

By Order of the Board of Directors

(Signed) "Glen D. Dickson"
GLEN D. DICKSON
Chairman, Chief Executive Officer
and Director

If you are unable to be present at the meeting, PLEASE SIGN AND RETURN THE ACCOMPANYING PROXY to Computer Share Investor Services, Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or by fax within Canada at 1-866-249-7775, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before the meeting or any adjournment thereof.