

**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, 2<sup>nd</sup> Floor – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4, on June 17, 2010 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, 2009, 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) approving the Corporation's Amended and Restated Stock Option Plan;
- (e) transacting such other business as may properly come before the said meeting or any adjournment thereof.

**DATED:** May 18, 2010

**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, 9<sup>th</sup> 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.