

RUSORO MINING LTD.

Suite 3123 – 595 Burrard Street
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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of **RUSORO MINING LTD.** (hereinafter called the "Company") will be held on **Tuesday, December 12, 2017**, at Suite 3123 – 595 Burrard Street, Vancouver, BC, V7X 1J1 at the hour of 10:00 a.m. (Pacific Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2016, and the Auditor's Report thereon.
2. To elect Directors for the ensuing year and to fix the number of Directors for the ensuing year at seven (7).
3. To re-appoint Grant Thornton LLP as the Company's Auditor for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditor.
4. To re-approve the Company's Stock Option Plan.
5. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

Accompanying this Notice is an Information Circular and Proxy with notes to Proxy.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular.

The enclosed Proxy is solicited by Management and you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 1st day of November 2017.

BY ORDER OF THE BOARD,

"Andre Agapov"

Andre Agapov
President, Chief Executive Officer and Director