

RUSORO MINING LTD.

Suite 3123 – 595 Burrard Street
P.O. Box 49139, Three Bentall Centre
Vancouver, BC V7X 1J1
Tel: (604) 609-6110

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of the Shareholders of **RUSORO MINING LTD.** (the "Company") will be held on **Tuesday, December 10, 2019**, at Suite 3123 – 595 Burrard Street, Vancouver, BC, V7X 1J1 at the hour of 11:00 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, 2018, 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.

An information circular, containing details of matters to be considered at the Meeting, accompanies this notice.

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. As set out in the notes, the enclosed form of proxy is solicited by management, but, you may amend it to appoint another person (who need not be a shareholder) to attend and act for you at the meeting other than the persons named in the form of proxy if you so desire by inserting in the blank space provided in the form of proxy the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 31st day of October, 2019.

BY ORDER OF THE BOARD,

"Andre Agapov"

Andre Agapov
President, Chief Executive Officer and Director