

# **RUSORO MINING LTD.**

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

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## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD NOVEMBER 30, 2022**

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NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the “**Meeting**”) of the shareholders of **Rusoro Mining Ltd.** (the “**Company**”) will be held at Suite 3123 - 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, Canada on Wednesday, November 30, 2022, at 8:30 a.m. (Vancouver Time).

The Meeting is to be held for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ended December 31, 2021, together with the report of the auditor thereon, and related management’s discussion and analysis.
2. To fix the number of directors at seven (7).
3. To elect directors for the ensuing year.
4. To re-appoint Grant Thornton LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To approve the Company’s rolling stock option plan as amended in accordance with the new TSXV Policy 4.4 (the “**Amended Plan**”), and as more fully described in the Management Information Circular.
6. To transact such further and other business as may be properly brought before the Meeting and any adjournment or postponement thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

The audited consolidated financial statements for the year ended December 31, 2021, including the report of the auditor thereon, and the related management’s discussion and analysis will be made available at the Meeting and are available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Registered Shareholders unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered Shareholder.

**DATED** at Vancouver, British Columbia as of this 21<sup>st</sup> day of October, 2022.

By order of the board of directors of RUSORO MINING LTD.

*/s/ Andrei Agapov*

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Andrei Agapov

Chief Executive Officer and Director