

# CAIRO RESOURCES INC.

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that the annual and special meeting (the “Meeting”) of the shareholders of **CAIRO RESOURCES INC.** (the “Company”) will be held in the Boardroom of Owen Bird Law Corporation, 29<sup>th</sup> Floor, 595 Burrard Street, Vancouver, B.C., at 10:00 a.m. (Pacific time) on Tuesday, February 28, 2017, for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ending February 29, 2016, together with the auditor’s report thereon.
2. To appoint the auditor for the Company and to authorize the directors to fix the remuneration to be paid to the auditor.
3. To elect directors for the ensuing year.
4. To ratify and renew the Company’s existing stock option plan.
5. To approve the Company’s potential continuance from British Columbia to Alberta.
6. To transact such other business as may be brought before the Meeting.

**Shareholders who are 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, sign and mail the enclosed form of Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice.**

**DATED** at Vancouver, British Columbia, the 20<sup>th</sup> day of January, 2017.

**BY ORDER OF THE BOARD**

*“Darryl S. Cardey”*

**CEO, CFO, President and Secretary**

*These shareholder materials are being sent to both registered and non-registered shareholders. If you are a non-registered shareholder, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of shares, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the Request for Voting Instructions.*