



Suite 300 – 1055 West Hastings Street  
Vancouver, BC V6E 2E9

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## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of shareholders of Eco Oro Minerals Corp. (the “**Company**”) will be held at the offices of Blake, Cassels & Graydon LLP at Suite 2600, 595 Burrard Street, Vancouver, B.C., V7X 1L3, on Thursday, October 13, 2016 at 10:00 a.m. (Vancouver time), for the following purposes:

1. To approve the issuance of 139,410,688 common shares of the Company (“**Common Shares**”) to Trexs Investments, LLC (the “**Investor**”) and the issuance of an aggregate of 54,496,905 Common Shares to certain existing shareholders of the Company (the “**Participating Shareholders**”) pursuant to the second tranche of a private placement of Common Shares (the “**Investment**”) at a price of \$0.02869 per Common Share, as well as the issuance of Common Shares on conversion of unsecured convertible notes (the “**Notes**”) being issued to the Investor in the principal amount of US\$7 million and to the Participating Shareholders in the aggregate principal amount of US\$2,736,362 as part of the Investment and the issuance of Common Shares to satisfy interest payments on the Notes.
2. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The record date for the Meeting is September 7, 2016. The record date is the date for determination of the registered holders of the Common Shares entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement of the Meeting.

Registered shareholders who are unable to attend the meeting are requested to read the notes included in the enclosed form of Proxy and then to complete, date, sign and mail the enclosed form of Proxy, or to complete the Proxy by telephone or the internet, in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice.

DATED at Vancouver, British Columbia, this 13<sup>th</sup> day of September, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Mark Moseley-Williams*”

Mark Moseley-Williams,  
President & Chief Executive Officer

<p><b>If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the meeting.</b></p>
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