



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of **ORCA GOLD INC.** (“**Orca**” or the “**Corporation**”) will be held at **Suite 2600 - 595 Burrard Street, Vancouver, British Columbia, on Tuesday the 3rd day of June, 2014 at the hour of 11:00 a.m. (PDT)** for the following purposes:

1. To receive the consolidated audited financial statements of the Corporation for the year ended December 31, 2013 and the report of the auditors thereon;
2. To appoint Ernst & Young LLP as auditors for the ensuing year at a remuneration to be fixed by the directors of the Corporation;
3. To elect directors for the ensuing year;
4. To approve an ordinary resolution ratifying the Corporation’s incentive stock option plan, as more particularly set out in the attached Management Proxy Circular; and
5. To transact such other business as may properly come before the meeting or any postponement or adjournment thereof.

This notice is accompanied by a Management Proxy Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders.

Orca’s Board of Directors has fixed the close of business on April 29, 2014 as the record date (the “**Record Date**”) for determining Shareholders entitled to receive notice of, and to vote at, the Meeting and any postponement or adjournment of the Meeting, except to the extent that a Shareholder has transferred any Orca common shares after that date and the new holder of such Orca common shares establishes proper ownership and requests not later than 10 days before the date of the Meeting that his name be included in the list of Shareholders eligible to vote at the Meeting and any postponement or any adjournment thereof.

DATED at Vancouver, British Columbia as of the 1st day of May, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) Simon Jackson
President, Chief Executive Officer and Director

Whether or not you expect to attend the Meeting or any postponement or adjournment thereof, PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE. Your promptness in returning the proxy will assist in the expeditious and orderly processing of proxies and will ensure that your Orca common shares are represented. Please note that you may vote in person at the Meeting and any postponement or any adjournment thereof even if you have previously returned the proxy. Proxies will be counted and tabulated by Computershare, the Corporation’s registrar and transfer agent in such a manner as to protect the confidentiality of how a particular shareholder votes except where they contain comments clearly intended for management, in the case of a proxy contest, or where it is necessary to determine the proxy’s validity or to permit management and the Board of Directors to discharge their legal obligations to the Corporation or its Shareholders.

Registered shareholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting and any postponement or adjournment thereof, whether or not they are able to attend personally. To be effective, proxies must be received by Computershare at the address indicated in the form of proxy by 11 a.m. on Friday, May 30, 2014. If you are a non-registered shareholder 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 other intermediary. Failure to do so may result in your common shares not being eligible to be voted by proxy at the Meeting.