

## NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that an Annual and Special General Meeting of the shareholders of Copper Reef Mining Corporation (the "Company") will be held at the offices of Taylor McCaffrey LLP, 9th Floor-400 St. Mary Avenue, Winnipeg Manitoba on March 31, 2008 at 2:30 p.m., C.S.T. (the "Meeting") for the following purposes:

1. To seek shareholder approval, by special resolution of the shareholders, to amend the Company's constating documents by way of Articles of Amendment to remove the Company's right to purchase or otherwise acquire shares of the company, to remove the restriction on the number of Common Shares that may be issued by the Company and to remove the rights of redemption for shareholders, all as described more particularly herein;
2. To elect the directors of the Company for the ensuing year;
3. To appoint auditors for the ensuing year;
4. To authorize the directors to fix the remuneration to be paid to the auditors;
5. To receive the audited financial statements of the Company for the fiscal years ending November 30, 2005, November 30, 2006 and November 30, 2007 together with the auditors' report thereon;
6. To seek shareholder approval, by ordinary resolution of the disinterested shareholders, of the Stock Option Plan approved by the directors of the Company on July 29, 2006 and ratified by the shareholders of the company on August 31, 2006;
7. To seek shareholder approval, by special resolution of shareholders, to ratify the amendment to the General By-law No. 2 of the Company, as approved by the Board of Directors on January 29, 2008, all as described more particularly herein; and
8. To transact such other or further business as may properly come before the Meeting or any adjournment thereof.

Shareholders unable to attend the Meeting in person are requested to read the enclosed Information Circular and Proxy, and then complete and deposit the Proxy, together with the power of attorney or other authority, if any, under which it was signed, or a notorially certified copy thereof with the Company's transfer agent, Equity Transfer & Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1, at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting. Unregistered shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

### NOTES:

1. Holders of common shares of the Company who are unable to be present personally at the Meeting are requested to sign and return, in the envelope provided for that purpose, the accompanying form of Proxy for use at the Meeting.
2. Only holders of common shares of the Company of record at the close of business on February 29, 2008 (the "Record Date") will be entitled to vote at the Meeting, except to the extent that a person has transferred any of his or her shares of the Company after the record date and the transferee of such shares establishes proper ownership and requests, not later than ten days before the Meeting, that his or her name be included in the list of shareholders for the Meeting, in which case the transferee will be entitled to vote his or her shares at the Meeting.

DATED at Toronto, Ontario this 4<sup>th</sup> day of March, 2008.

ON BEHALF OF THE BOARD OF DIRECTORS

*"Robert N. Granger, Q.C."*

Robert N. Granger Q.C.,

President, Chief Executive Officer and Chairman