

AMERICAN CUMO MINING CORPORATION

638 Millbank Road,
Vancouver, British Columbia V5Z 4B7
Tel No. (604) 689-7902

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special general meeting (the “**Meeting**”) of the shareholders of American CuMo Mining Corporation (hereinafter called the “**Company**”) will be held in the Bentall 5 Conference Room, Ground Floor, 550 Burrard Street, Vancouver, British Columbia on Monday, the 16th day of December, 2013 at the hour of 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the fiscal year ended June 30, 2013 together with the report of the auditors therein;
2. to fix the number of directors at six (6);
3. to elect the directors;
4. to appoint the auditors and to authorize the directors to fix their remuneration;
5. to consider, and if thought fit, to pass an ordinary resolution approving the Company’s rolling 10% incentive stock option plan, as more particularly described in the accompanying information circular;
6. to consider, and if thought fit, to pass a special resolution to amend the Articles of the Company to provide the Chief Executive Officer of the Company with a second or casting vote in the case of an equality of votes in respect of questions arising at a meeting of the board of directors, as more particularly described in the accompanying information circular; and
7. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this notice is the Company’s information circular, a form of proxy or voting instruction form (as applicable) and a financial statement request form. The accompanying information circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read the notes to the enclosed form of proxy and then 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, this 5th day of November, 2013.

BY ORDER OF THE BOARD

(signed) “Shaun M. Dykes”
Shaun M. Dykes
Chief Executive Officer and Director