

ORSU METALS CORPORATION

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting of shareholders (the “**Meeting**”) of Orsu Metals Corporation (the “**Corporation**”) will be held at 1 Red Place, London, W1K 6PL, United Kingdom, on the 10th day of July, 2009 at 10:00 a.m. (London time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2008 together with the report of the auditors thereon;
2. to appoint auditors for the Corporation for the ensuing year at a remuneration to be fixed by the directors;
3. to elect directors to the board of directors of the Corporation;
4. to consider, and if thought appropriate, re-approve the Corporation’s amended and restated stock option plan and to approve, confirm and ratify all unallocated entitlements thereunder, as described in further detail in the accompanying Information Circular (as defined below);
5. to consider, and if thought appropriate, approve a resolution, in accordance with section 175 of the *BVI Business Companies Act 2004* (British Virgin Islands), with or without variation, authorizing the sale by the Corporation of its 100% interest in and to the Corporation’s Varvarinskoye gold-copper mine in Northern Kazakhstan, as described in further detail in the Information Circular; and
6. 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 management information circular of the Corporation dated June 15, 2009 (the “**Information Circular**”) and a form of proxy. The Information Circular provides further 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, 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.

Please advise the Corporation’s registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1, of any change in your mailing address.

DATED this 15th day of June, 2009.

BY ORDER OF THE BOARD

(Signed) “*Tania Tchedaeva*” - *Company Secretary*