

HIGH RIVER GOLD MINES LTD.

155 University Avenue, Suite 1700
Toronto, Ontario
M5H 3B7

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders (the “**Meeting**”) of High River Gold Mines Ltd. (the “**Company**”) will be held in the Governor General Room, Hilton Toronto, 145 Richmond Street West, Toronto, Ontario, on Tuesday, June 30, 2009 at 9:00 a.m. (Toronto time), for the following purposes:

- a) to receive and consider the audited financial statements of the Company for the year ended December 31, 2008, together with the report of the auditors thereon;
- b) to elect directors of the Company for the ensuing year;
- c) to consider and, if deemed appropriate, to pass, with or without variation, a resolution confirming a new general by-law for the Company, as more particularly described in the accompanying management information circular;
- d) to appoint PricewaterhouseCoopers LLP as auditors of the Company and authorize the directors to fix their remuneration; and
- e) to transact such other business as may properly come before the Meeting or any adjournment thereof;

all as more particularly set out in the accompanying management information circular.

Shareholders are requested to date, complete and sign the enclosed form of proxy and deliver or mail it in the enclosed envelope. Shareholders who receive their Meeting materials via Broadridge Investor Communication Solutions or Broadridge Investor Communication Solutions Canada (collectively “**Broadridge**”) **MUST** return the proxy forms, once voted, as instructed by Broadridge, or complete the telephone or internet voting as instructed.

Holders of common shares of record on May 19, 2009 are entitled to notice of, to attend and to vote at the Meeting. In addition, any holders that are issued common shares following the record date, and prior to the date of the Meeting, are entitled to attend and vote such common shares at the Meeting.

A copy of this notice of the Meeting, the form of proxy and the management information circular are being sent to each shareholder, each director and the auditors. Also accompanying this notice of the Meeting is a form with respect to the future mailing of the annual and interim financial statements of the Company.

DATED at Toronto this 28th day of May, 2009.

By Order of the Board,

“Nikolay Zelenskiy”

Nikolay Zelenskiy
Chief Executive Officer