

PORTO ENERGY CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING  
OF THE HOLDERS OF COMMON SHARES  
TO BE HELD ON JANUARY 26, 2012

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of Porto Energy Corp. (the “**Corporation**”) will be held in the Cardium Room at the Calgary Petroleum Club, 319 – 5<sup>th</sup> Avenue S.W. Calgary, Alberta T2P 0L6, on January 26, 2012 at 10:00 a.m. (Calgary time), for the following purposes:

1. receive the financial statements for the financial year ended August 31, 2011 and the report of the auditors thereon;
2. fix the number of directors to be elected at seven;
3. elect directors for the ensuing year;
4. appoint the auditors of the Corporation to hold office until the next annual meeting of the Shareholders and authorize the directors to fix their remuneration;
5. approve the shareholder’s rights plan dated as of September 23, 2011 between the Corporation and Olympia Trust Company as rights agent;
6. approve the Corporation’s stock option plan;
7. amend the articles of the Corporation to permit the holding of Shareholder meetings outside of the Province of British Columbia; and
8. transact such other business as may properly come before the meeting or any adjournments thereof.

Only Shareholders of record at the close of business on December 27, 2011 (the “**Record Date**”) are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat unless after the Record Date a holder of record transfers his or her Common Shares and the transferee upon producing properly endorsed share certificates, or otherwise establishing that he or she owns such Common Shares requests, not later than 10 days before the Meeting, that the transferee’s name be included in the list of shareholders entitled to vote such Common Shares, in which case such transferee shall be entitled to vote such Common Shares, as the case may be, at the Meeting.

Shareholders may vote in person at the Meeting or any adjournment or adjournments thereof, or they may appoint another person (who need not be a Shareholder) as their proxy to attend and vote in their place.

**Shareholders unable to be present at the Meeting are requested to date and sign the enclosed form of proxy and return it to the Corporation’s agent, Olympia Trust Company, Suite 2300, 125 – 9<sup>th</sup> Avenue S.E., Calgary, Alberta, T2G 0P6, in the enclosed envelope provided for that purpose. In order to be valid, proxies must be received by 4:00 p.m. on or prior to the second last business day preceding the day of the Meeting or any adjournment thereof or deposited with the Chairman of the Meeting on the day of the Meeting prior to the commencement of the Meeting.**

A Management Proxy Circular relating to the business to be conducted at the Meeting accompanies this Notice.

The Woodlands, Texas  
December 22, 2011

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) “*Joseph Ash*”

Joseph Ash  
President and Chief Executive Officer