

OPTA MINERALS INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders of Opta Minerals Inc. (the “**Corporation**”) will be held at The National Club – Tudor Room, 303 Bay Street, Toronto, Ontario at 9:00 a.m. (Toronto time) on Wednesday, June 3, 2009 (the “**Meeting**”), for the following purposes:

1. **TO RECEIVE** the annual financial statements of the Corporation for the financial year ended December 31, 2008, together with the auditors’ report thereon;
2. **TO ELECT** the directors of the Corporation;
3. **TO APPOINT** the auditors of the Corporation and to authorize the Board of Directors to fix the remuneration of the auditors;
4. **TO TRANSACT** such further and other business as may properly come before the Meeting or any adjournment thereof.

Details of the foregoing matters are contained in the accompanying management information circular of the Corporation.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her executed form of proxy with the Corporation’s transfer agent and registrar, Equity Transfer & Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1 (Attention: Proxy Department), on or before 9:00 a.m. (Toronto time) on Monday June 1, 2009, or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting at which the proxy is to be used, or by delivering it to the Chair of the Meeting before the time of voting on the day of the Meeting or any adjournment thereof.

DATED at Waterdown, Ontario, this 1st day of May, 2009.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “James Wilson”

Chief Financial Officer and Secretary