

ROYAL MINES AND MINERALS CORP.

**NOTICE OF 2013 ANNUAL AND SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON
AUGUST 22, 2013**

To the Company's Stockholders:

Notice is hereby given that the 2013 Annual and Special Meeting (the "Annual and Special Meeting") of the stockholders of Royal Mines and Minerals Corp., a Nevada corporation (the "Company"), will be held at Northwest Law Group located at 704-595 Howe Street, Vancouver, British Columbia, Canada V6C 2T5 on August 22, 2013, commencing at 2:00 pm. (Pacific Time), for the following purposes:

1. To elect three members of the Company's Board of Directors to hold office until the next Annual and Special Meeting of stockholders or until their respective successors have been elected or qualified.
2. To ratify De Joya Griffith & Company LLC as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2014.
3. To consider, and, if deemed advisable, approve a resolution to approve the Company's 2013 Stock Option Plan, previously approved by the directors of the Company, as described in the Proxy Statement accompanying the Notice of Annual and Special Meeting.
4. To consider, and, if deemed advisable, approve an amendment to the Company's Articles of Incorporation to increase the number of authorized shares of common stock, from 300,000,000, par value \$0.001, to 900,000,000 shares of common stock, par value \$0.001.
5. Advisory vote on executive compensation.
6. Advisory vote on the frequency of advisory vote on executive compensation.
7. To transact such other business as may properly come before the Annual and Special Meeting or any adjournment thereof.

Only stockholders of record at the close of business on July 12, 2013 are entitled to notice of, and to vote at, the Annual and Special Meeting. Stockholders unable to attend the meeting in person are requested to read the enclosed proxy statement and proxy and then complete and deposit the proxy in accordance with its instructions. Unregistered stockholders must deliver their completed proxies in accordance with the instructions given by their financial institution or other intermediary that forwarded the proxy to them.

**BY ORDER OF THE BOARD OF DIRECTORS OF
ROYAL MINES AND MINERALS CORP.**

/s/ Jason S. Mitchell

JASON S. MITCHELL,

Chief Financial Officer, Treasurer, Secretary and Director

Henderson, Nevada

July 26, 2013

IMPORTANT

Whether or not you expect to attend in person, the Company urges you to sign, date, and return the enclosed proxy at your earliest convenience. This will help to ensure the presence of a quorum at the meeting. PROMPTLY SIGNING, DATING, AND RETURNING THE PROXY WILL SAVE ROYAL MINES AND MINERALS CORP. THE EXPENSE AND EXTRA WORK OF ADDITIONAL SOLICITATION. Sending in your proxy will not prevent you from voting your stock at the meeting if you desire to do so, as your proxy is revocable at your option.