

**EURO RESSOURCES S.A.**  
**Société Anonyme with a Share Capital of €24,912.81**  
**Registered in Paris No. B 390 919 082**  
**23, rue du Roule, 75001 Paris, France**

**NOTICE OF ANNUAL ORDINARY GENERAL  
MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an Annual Ordinary General Meeting of shareholders of EURO Ressources S.A. (the “Company”) will be held at 2:00 p.m. (local time in Paris) on May 24, 2017 at the *Hôtel Hilton Paris Charles de Gaulle Airport, rue de Rome, Tremblay-en-France (93), France* for the following purpose:

- Approval of annual financial statements for the year ended December 31, 2016 and release of the Directors and Statutory Auditors;
- Allocation of the financial results recorded during the fiscal year ended December 31, 2016;
- Approval of the continuation of agreements subject to Articles L. 225-38 *et seq.* of the French Commercial Code;
- Ratification of the appointment of a director by the Board of Directors;
- Renewal of the directors;
- Election of a new director;
- Re-election of the Statutory Auditor and acknowledgment of the expiry of the Deputy Statutory Auditor's term of office;
- Compensation policy of the corporate officers referred to in Article L. 225-37-2 of the French Commercial Code;
- Approval of the fulfillment of legal formalities.

Particulars of the matters to be acted upon at the meeting are set out in the accompanying Information Circular.

Dated April 24, 2017

(signed) “*Benjamin Little*”  
Directeur-Général

**YOUR VOTE IS IMPORTANT.** Shareholders who are unable to attend the Meeting in person can give a proxy or vote by mail. If you choose to do so, please complete, date and sign the enclosed Instrument of Proxy promptly and return it in the self-addressed envelope for receipt by 2:00 p.m. (Toronto time or Paris time as the case may be) on May 20, 2017. To vote other than by mail, the Instrument of Proxy can also be deposited with the president of the Meeting or the scrutineer of the Meeting prior to the commencement of the Meeting. If a Shareholder receives more than one Instrument of Proxy because such Shareholder owns shares registered in different names or addresses, each Instrument of Proxy should be completed and returned.