

**EURO RESSOURCES S.A.**  
**Société Anonyme with a Share Capital of €624,912.81**  
**Registered in Paris No. B 390 919 082**  
**23, rue du Roule, 75001 Paris, France**

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

**NOTICE IS HEREBY GIVEN** that an Annual Ordinary and Extraordinary 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 22, 2019 at the *Hôtel Hilton Paris Charles de Gaulle Airport, rue de Rome, Tremblay-en-France (93), France* for the following purpose:

**AGENDA FOR THE ANNUAL ORDINARY GENERAL MEETING:**

- Approval of the Company’s annual financial statements for the year ended December 31, 2018 and release of the Directors and Statutory Auditor;
- Allocation of the result recorded during the year ended December 31, 2018;
- Approval of the agreements subject to Articles L. 225-38 *et seq.* of the French Commercial Code;
- Re-election of the Directors;
- Compensation policy of the corporate officers referred to in Article L. 225-37-2 of the French Commercial Code;

**AGENDA FOR THE EXTRAORDINARY GENERAL MEETING:**

- Delegation to the Board of Directors to proceed to a share capital increase amounting to €20,000 by issuance of ordinary shares reserved to the members of a Plan d’Épargne d’Entreprise in accordance with Article L. 225-129-6 paragraph 2 of the French Commercial Code and Articles L.3332-18 and seq. of the French Labour Code with cancellation of the preferential right of subscription of the shareholders to the benefit of the aforementioned category of beneficiaries;
- Power for 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 22, 2019

(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 18, 2019. 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.