

EURO RESSOURCES S.A.
Société Anonyme with a Share Capital of €624,964.61
Registered in Paris No. B 390 919 082
23, rue du Roule, 75001 Paris, France

**NOTICE OF ANNUAL ORDINARY GENERAL AND
EXTRAORDINARY 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 June 25, 2013 at the *Hôtel du Collectionneur, 51-57, rue de Courcelles, Paris, France* for the following purpose:

AGENDA FOR THE ANNUAL ORDINARY GENERAL MEETING:

- Approval of annual financial statements for the year ended December 31, 2012 and release of the Directors and Statutory Auditors;
- Allocation of the financial results recorded during the fiscal year ended December 31, 2012;
- Approval and ratification of agreements subject to Article L 225-38 et al of the French Code of Commerce;
- Situation of the directors;
- Authorization granted to the Board of Directors to purchase shares of the company

AGENDA FOR THE EXTRAORDINARY MEETING:

- Delegation to the Board of Directors to proceed to an increase in capital reserved for the employees in accordance with Article L 225-129-6 paragraph 2 of the French Code of Commerce ;
- Removal of the preferential right to subscribe to the benefit of the employees subscriber to a “plan d’épargne”.
- Authorization granted to the Board to reduce the share capital by cancellation of common shares.
- Approval of the fulfillment of certain legal formalities.

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

Dated May 23, 2013

(signed) “*Brian Trnkus*”
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 June 21, 2013. 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.