

**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 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 10:00 a.m. (local time in Paris) on May 17, 2010 at the *Hilton Arc de Triomphe Paris, 51-57, rue de Courcelles, Paris, France* for the following purpose:

- Approval of annual financial statements for the year ended December 31, 2009 and release of the Directors and Statutory Auditors;
- Allocation of the financial results recorded during the fiscal year ended December 31, 2009;
- Distribution of Issuance Premium;
- Approval of consolidated financial statements for the year ended December 31, 2009;
- Approval and ratification of agreements subject to Article L 225-38 et al of the French Code of Commerce;
- Re-election of the directors for the ensuing year.
- 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 April 20, 2010

(signed) “*Larry E. Phillips*”  
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 10:00 a.m. (Toronto time or Paris time as the case may be) on May 14, 2010. 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.