

EURO RESSOURCES S.A.
Société Anonyme with a Share Capital of €494,028.84
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 General and Extraordinary Meeting of shareholders of EURO Ressources S.A. (the “Company”) will be held at 4:00 p.m. (local time) on June 30, 2006 at the Hilton Arc de Triomphe Paris, 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, 2005 and release of the Directors and Statutory Auditors for carrying out their duties during the fiscal year ended December 31, 2005;
- Allocation of the financial results recorded during the fiscal year ended December 31, 2005;
- Approval of consolidated financial statements for the year ended December 31, 2005;
- Approval and ratification of agreements subject to Article L 225-38 et al of the French Code of Commerce;
- Ratification of the appointment of a director; and
- Re-election of the directors for the ensuing year.

AGENDA FOR THE EXTRAORDINARY MEETING:

- Approval of changes to the Company’s stock option plan; and
- 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 26, 2006

(signed) “*James H. Dunnett*”
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 4:00 p.m. (Toronto time or Paris time as the case may be) on June 27, 2006 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.