

EARL RESOURCES LIMITED
Marine Parade P.O. Box 516, Singapore 914401, Singapore

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of the shareholders of Earl Resources Limited (the "Company") will be held on Tuesday, May 9, 2017 at Boardroom at 300 - 1055 West Hastings Street, Vancouver, B.C. at the hour of 10:00am (Vancouver time), for the following purposes:

1. To receive the financial statements of the Company for the fiscal year ended December 31, 2016 together with the Auditors' Report thereon;
2. To elect the directors of the Company for the ensuing year;
3. To appoint the auditors of the Company for the ensuing year and authorize the directors to fix their remuneration;
4. To ratify and approve the current Stock Option Plan of the Company; and
5. To transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Accompanying this Notice is a Management Information Circular and a form of Proxy.

Shareholders unable to attend the Meeting in person should read the notes to the enclosed Proxy and complete and return the Proxy to the Company's Registrar and Transfer Agent, Computershare Trust Company of Canada, within the time required by, and to the location set out in, the notes to the Proxy.

The enclosed Proxy is solicited by management of the Company and shareholders may amend it, if desired, by inserting in the space provided, an individual they wish to designate as their proxyholder at the Meeting.

Dated April 11, 2017

By order of the Board of Directors

"Vincent Cheng"

President and Chief Executive Officer