**UC RESOURCES LTD.**
Suite 1588 - 609 Granville Street
Vancouver, British Columbia
Canada V7Y 1G5

# NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of UC Resources Ltd. (the "**Company**") will be held on **Thursday, March 15, 2018** at 10:00 a.m. (Vancouver time) at Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8 for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial years ended June 30, 2015, 2016 and 2017, and the auditor's reports thereon.
2. To re-appoint Morgan & Company LLP, Chartered Professional Accountants, as the Company's auditor for the ensuing year, at a remuneration to be fixed by the Directors.
3. To set the number of Directors for the ensuing year at three (3), and upon completion of a strategic transaction of the Company resulting in the graduation by the Company off of the NEX board (the "**NEX Graduation**") of the TSX Venture Exchange, at five (5).
4. To elect Directors to hold office for the ensuing year.
5. To elect Directors to hold office following completion of the NEX Graduation.
6. To approve the adoption of a new stock option plan of the Company.
7. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

An information circular accompanies this notice and contains details of matters to be considered at the Meeting.

**A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular.**

As set out in the notes, the enclosed proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 8th day of February, 2018.

By order of the Board of Directors.

**UC RESOURCES LTD.**

*/signed/ "Steven Ehrlich"*
**Steven Ehrlich**
**Chief Executive Officer**