EUREKA RESOURCES, INC.
Suite 1000 – 355 Burrard Street
Vancouver, British Columbia, V6C 2G8

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the holders of common shares of **EUREKA RESOURCES, INC.** (the "**Company**") will be held on Tuesday, April 28, 2015 at 20th Floor, 250 Howe Street, Vancouver, British Columbia, at 10:00 a.m., Vancouver time, for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ended October 31, 2014 and the auditor's report thereon.

2. To elect directors of the Company for the ensuing year.

3. To appoint auditors of the Company for the ensuing year.

4. To authorize the directors to fix the auditors' remuneration for the ensuing year.

5. To consider, and, if thought advisable, to pass, with or without variation, an ordinary resolution of the Company to adopt and approve the amended stock option plan of the Company, as more particularly described in the Information Circular.

6. To act on such other matters, including amendments to any of the foregoing, as may properly come before the Meeting or any adjournment thereof.

The Information Circular dated March 13, 2015 contains a full and complete description of the matters to be considered at the Meeting under the section headings *"Election of Directors"*, "*Appointment and Remuneration of Auditors*", and "*Approval of Stock Option Plan*".

A copy of the annual audited consolidated financial statements of the Company for its financial year ended October 31, 2014, together with the auditors' report thereon and the corresponding management discussion and analysis were delivered to shareholders who requested a copy. These documents may be obtained on SEDAR at www.sedar.com or on the company's website at http://www.eurekaresourcesinc.com/s/FinancialStatements.asp.

This year, the Company has elected to deliver this Notice of Meeting and the accompanying Management Information Circular and form of proxy or voting instruction form (collectively the "**Meeting Materials**") to the registered shareholders and has elected to deliver the Meeting Materials to the non-registered shareholders by posting the Meeting Materials on its website at http://www.eurekaresourcesinc.com/s/AGM.asp in accordance with the notice and access provisions pursuant to National Instrument 54-101. The use of the notice and access provisions under applicable securities laws will reduce the Company's printing and mailing costs and is more environmentally friendly as it will help to reduce paper use. The Meeting Materials will be available on the Company's website as of March 23, 2015, and will remain on the website for one full year thereafter. The Meeting Materials will also be available under the Company's profile on SEDAR at www.sedar.com as of March 23, 2015.

Please review the Information Circular carefully and in full prior to voting in relation to the matters to be conducted at the Meeting. Any shareholders who wishes to receive a paper copy of the Information Circular should contact the Company at (604) 507-2150. A shareholder may also contact the Company's transfer agent, Computershare Investor Services Inc. at Toll Free 1 (866) 964-0492 to obtain additional information about the "*Notice-and-Access Provisions*".

The board of directors of the Company has fixed March 9, 2015 as the record date for determining the shareholders who are entitled to vote at the Meeting. Only holders of common shares of the Company at the close of business on March 9, 2015 will be entitled to receive notice of and to vote at the Meeting. If you are unable to attend the Meeting in person, please complete, date, sign and return the accompanying form of proxy for use at the Meeting, to Company's registrar and transfer agent, Computershare Investor Services Inc., no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting (namely, by 10:00 a.m., Vancouver time, on Friday, April 24, 2015) (the "**Proxy Deadline**") or any adjournment thereof at which the proxy is to be used. Proxies delivered by regular mail should be addressed to Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department. Proxies delivered by facsimile must be sent to Computershare Investor Services Inc., Attention: Proxy Department, at 416 263-9524 or toll free 1-866-249-7775. To vote by telephone, call the toll-free number shown on the proxy form provided.

In order to allow for reasonable time to be allotted for a shareholder to receive and review a paper copy of the Information Circular prior to the Proxy Deadline, any shareholder wishing to request a paper copy of the Information Circular as described above, should ensure such request if received by 10:00 a.m. (Vancouver time) on approximately April 9, 2015.

DATED at Vancouver, British Columbia, this 13th day of March, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"John J. O'Neill"*

JOHN J. O'NEILL, President