

EUREKA RESOURCES INC.
1100 – 1111 Melville Street, Vancouver, BC V6E 3V6
Telephone No.: (604) 449-2273 Fax No.: (604) 484-7143

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Take notice that the annual general meeting (the “**Meeting**”) of Shareholders of **Eureka Resources Inc.** (the “**Company**”) will be held at 1500 – 1055 West Georgia Street, Vancouver, British Columbia on June 3, 2016 at 10:00 a.m., Pacific Daylight Time, for the following purposes:

1. To receive the financial statements of the Company for its fiscal year ended October 31, 2015, report of the auditor and related management discussion and analysis.
2. To set the number of directors at four.
3. To elect directors of the Company for the ensuing year.
4. To appoint an auditor of the Company for the ensuing year.
5. To ratify and approve the continuation of the 10% rolling number share option plan, as described in the Information Circular prepared for the Meeting.
6. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, April 29, 2016.

BY ORDER OF THE BOARD

“Michael Sweatman”

Michael Sweatman
President and Chief Executive Officer