

**TULLOCH RESOURCES LTD.**  
Suite 202 – 1235 West Broadway  
Vancouver, British Columbia V6G 1H6  
Telephone: 604.817.0534

**NOTICE OF ANNUAL GENERAL AND EXTRAORDINARY MEETING**

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that an annual general and extraordinary meeting (the “**Meeting**”) of Tulloch Resources Ltd. (the “**Company**”) will be held at the offices of Clark Wilson LLP, 900-885 West Georgia Street, Vancouver, British Columbia, V6C 3H1 on Monday, December 22, 2014, at 10:00 am (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended July 31, 2013 and July 31, 2014, and accompanying report of the auditor;
2. to ratify the appointment of Manning Elliot LLP, Chartered Accountants, as the auditors of the Company for the financial year ending July 31, 2014;
3. to ratify the fixing by the directors of the Company of the remuneration to be paid to the auditors for the financial year ending July 31, 2014;
4. to appoint Manning Elliot LLP, Chartered Accountants, as the auditor of the Company for the fiscal year ending July 31, 2015;
5. to authorize the directors of the Company to fix the remuneration to be paid to the auditor for the fiscal year ending July 31, 2015;
6. to set the number of directors of the Company for the ensuing year at four (4) persons;
7. to elect the directors of the Company to serve until the next annual general meeting of the shareholders;
8. to consider and, if thought fit, to approve a special resolution removing the application of the Pre-existing Company Provisions (as defined in the *Business Corporations Act* (British Columbia)) from the Notice of Articles;
9. to consider and, if thought fit, to approve a special resolution authorizing the replacement of the Company’s existing Articles with the new articles in substantially the form attached as Schedule B to the information circular accompanying this Notice of Meeting (the “**Circular**”), all as more particularly described in the Circular;
10. to consider and, if thought fit, to approve a special resolution increasing the authorized share capital of the Company, as more particularly described in the Circular;
11. to consider and, if thought fit, to approve a special resolution altering the Company’s authorized share structure by creating an unlimited number of Preferred shares without par value (the “**Preferred Shares**”), to authorize the directors of the Company to create and attach special rights and restrictions to the Preferred Shares, and to create and attach additional classes of shares, at the discretion of the board of directors of the Company, as more particularly described in the Circular;

12. to consider and, if thought fit, to approve an ordinary resolution of the disinterested shareholders, to approve a 10% rolling stock option plan, as described in the Circular accompanying this Notice of Meeting;
13. to confirm, ratify and approve all acts, resolutions, deeds and things done by and proceedings of the directors and officers of the Company on behalf of the Company since the last annual general meeting of the shareholders; and
14. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's board of directors has fixed November 14, 2014 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, CST Trust Company, Attention: Proxy Department, PO Box 721 Agincourt, ON M1S 0A1 or via Fax to 416.368.2502 by 10:00 a.m. (Vancouver time) on December 18, 2014 or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting if the Meeting is adjourned or postponed.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 20th day of November, 2014.

By Order of the Board of Directors

**TULLOCH RESOURCES LTD.**

*"Stuart Wooldridge"*

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Stuart Wooldridge  
President and Chief Executive Officer