

## **EXCHEQUER RESOURCE CORP.**

Suite 450 – 580 Hornby Street  
Vancouver, BC V6C 3B6  
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### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of **EXCHEQUER RESOURCE CORP.** (hereinafter called the "**Company**") will be held on Friday, **June 28, 2013**, at Suite 1600, 609 Granville Street, Vancouver, BC V7Y 1C3 at the hour of 10:00 a.m. (Pacific Daylight Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2012, and the Auditor's Report thereon;
2. To elect Directors for the ensuing year and to fix the number of Directors for the ensuing year at three (3);
3. To appoint MNP LLP, Chartered Accountants, as the Company's Auditor for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditor;
4. To confirm, ratify and approve all acts, deeds and things done by and the proceedings of the Directors and Officers of the Company on behalf of the Company during the preceding year.
5. To transact such other business as may properly come before the Meeting or at any adjournment thereof.

Accompanying this Notice is an Information Circular and Proxy with notes to Proxy.

Shareholders unable to attend the Annual General Meeting in person should read the notes accompanying the enclosed Proxy and complete and return the Proxy to the Company's Registrar and Transfer Agent within the time and to the location set out in the said notes to the Proxy.

The enclosed Proxy is solicited by Management and 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 22nd day of May, 2013.

BY ORDER OF THE BOARD,

*"H. Barry Hemsworth"*

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H. Barry Hemsworth  
Director