

**EXCHEQUER  
RESOURCE  
CORP.**

#810- 675 W. Hastings Street  
Vancouver, BC V6B 1N2  
**Telephone: 604-802-7551**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

TAKE NOTICE that the 2014 Annual General and Special Meetings of the Shareholders of Exchequer Resource Corp. (hereinafter called the "Company") will be held at Suite 810-675 West Hastings Street, Vancouver, British Columbia, on:

Wednesday June 25, 2014

at the hour of 2:00 o'clock in the forenoon (local time) for the following purposes:

1. to receive the Report of the Directors and to receive the financial statements of the Company for its fiscal year ended December 31, 2013, and the report of the Auditors thereon;
2. to re-appoint Auditors for the ensuing year and to authorize the Directors to fix their remuneration;
3. to elect directors;
4. to consolidate the Company's shares and to change the Company's name;
5. to replace the articles of the Company;
6. to consider and approve a change of business;
7. to consider and approve a transfer from the TXV Venture Exchange to the Canadian Securities Exchange;
8. to ratify and approve the existing Stock Option Plan; and
9. to transact such other business as may properly come before the Meeting.

Accompanying this Notice are an Information Circular and Form of Proxy.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting, or any adjournment thereof in person, please read the Notes accompanying the Form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. The enclosed Form of Proxy is solicited by Management but, as set out in the Notes, 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 this 28th day of May, 2014.

BY ORDER OF THE BOARD OF DIRECTORS OF  
EXCHEQUER RESOURCE CORP.

*"Gary Zak"*  
**GARY ZAK**  
**Chief Executive Officer**