



**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
to be held on Friday, February 24, 2012**

**TO THE SHAREHOLDERS OF EAGLEFORD ENERGY INC.:**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the "**Meeting**") of shareholders ("**Shareholders**") of common shares ("**Common Shares**") of Eagleford Energy Inc. (the "**Company**") will be held at the offices of WeirFoulds LLP, Mason Room, 130 King Street West, Suite 1500, Toronto, Ontario, Canada at 2:00 p.m. (Toronto time) on Friday, February 24, 2012 for the following purposes:

1. to receive the audited financial statements of the Company for the year ended August 31, 2011 and the report of the auditors thereon;
2. to elect the directors of the Company for the ensuing year;
3. to appoint the auditors of the Company for the ensuing year, and to authorize the directors to fix the auditors' remuneration;
4. to consider, and if thought advisable, to approve the amendments to the Company's stock option plan, on the terms more fully described in the Information Circular;
5. to consider and, if thought advisable, to pass an ordinary resolution to repeal the existing By-Laws of the Company and to adopt new By-Laws, as more particularly described in the Information Circular;
6. to consider and, if thought advisable, to approve a resolution, in the form of the proposed resolution set forth in the Information Circular, the text of which is incorporated herein by reference, authorizing the issuance by the Company of up to 37,716,076 additional Common Shares by way of private placements, acquisitions or equity credit lines during the period of one year following shareholders' approval;
7. to consider and, if thought advisable, to approve a special resolution, in the form of the proposed special resolution set forth in the Information Circular, the text of which is incorporated herein by reference, authorizing the consolidation of the Company's issued and outstanding Common Shares on an up to one (1) for four (4) basis, or the division of the Company's issued and outstanding Common Shares on an up to four (4) for one (1) basis, all subject to regulatory approval;
8. to consider and, if thought advisable in conjunction with a determination to proceed with a consolidation or share split as described in the Information Circular, to approve a special resolution in the form of the proposed special resolution set forth in the Information Circular, the text of which is incorporated herein by reference, an amendment to the articles of the Company to change the name of the Company to "Eagleford Resources Inc." or such other name as may be approved by the board of directors of the Corporation and applicable regulatory and exchange authorities; and
9. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Shareholders should refer to the accompanying management information circular for more detailed information with respect to the matters to be considered at the Meeting.

**If you are a registered shareholder** of the Company and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Equity Financial Trust Company, the registrar and transfer agent of the Company, at 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 by no later than 4:00 p.m. (Toronto time) on February 23, 2012.

**If you are not a registered shareholder** of the Company and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

**DATED** this 25th day of January, 2012.

**BY ORDER OF THE BOARD OF DIRECTORS**

<i>"James Cassina"</i>
<b>JAMES CASSINA</b> Chief Executive Officer, President and Director

**Registered shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope. If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.**