

**ARMADILLO RESOURCES LTD.**

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual General and Special Meeting of Armadillo Resources Ltd. (hereinafter called the "Company") will be held at #411 – 470 Granville Street, Vancouver, BC, on Friday, the 28th day of June, 2013 at the hour of 10:00 am, Vancouver time, for the following purposes:

- (a) To receive the Audited Financial Statements of the Company for the year ended May 31, 2012 and the Auditors Report thereon;
- (b) To fix the number of Directors at four (4);
- (c) To elect directors for the ensuing year;
- (d) To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
- (e) to consider, and if thought fit, to approve an ordinary resolution approving the Company's Advance Notice Policy, to require advance notice of director nominations at annual or special meetings of shareholders of the Company, as more particularly described in the accompanying Information Circular;
- (f) to consider, and if thought fit, to approve an ordinary resolution to ratify, confirm and approve the Company's 10% rolling stock option plan, as more particularly described in the accompanying Information Circular;
- (g) To transact such further and other business as may properly come before the Meeting or any adjournments thereof.

Accompanying this Notice of Meeting is an Information Circular, Proxy Instrument and a Financial Statement return card. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read, complete, sign and mail the enclosed form of Proxy in accordance with the instructions set out in the proxy and in the Information Circular accompanying this Notice not less than 48 hours before the time for the holding of the Meeting.

DATED at the City of Vancouver, in the Province of British Columbia, this 24th day of May, 2013.

ON BEHALF OF THE BOARD OF DIRECTORS  
(signed) "Les Kjosness"  
President