

BONAPARTE RESOURCES INC.

210 - 5000 Kingsway
Burnaby, British Columbia V5H 2E4
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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Bonaparte Resources Inc. (the “**Company**”) will be held at the offices of Clark Wilson LLP located at 800 - 885 West Georgia Street, Vancouver, British Columbia, on Tuesday, April 5, 2011, at 10:00 am (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the financial year ended August 31, 2010, and the accompanying report of the auditors;
- (2) to set the number of directors of the Company for the ensuing year at five (5);
- (3) to elect Thomas Randall Saunders, Robert Jamieson, William Pettigrew, Matthew Turner and Richard Drechsler as directors of the Company to hold office until the next annual general meeting, or until such time as their successors are duly elected or appointed in accordance with the Company’s constating documents;
- (4) to appoint Manning Elliott LLP, Chartered Accountants, as the auditors of the Company for the ensuing fiscal year and to authorize the directors to fix the remuneration to be paid to the auditors;
- (5) to consider and, if thought fit, to approve an ordinary resolution of the disinterested shareholders, to approve the Company’s rolling Stock Option Plan, as described in the Information Circular accompanying this Notice of Meeting; and
- (6) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Management Information 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 (the “**Board**”) has fixed February 21, 2011, 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, Computershare Investor Services Inc. at 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and have 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 securities 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 3rd day of March, 2011.

By Order of the Board

/s/ Thomas Randall Saunders
Thomas Randall Saunders
President, Chief Executive Officer,
Secretary and Director