

**HILLCREST RESOURCES LTD.**

Suite 303, 750 West Pender Street  
Vancouver, British Columbia Canada V6C 2T7  
Tel: 604-488-1514 Fax: 604-844-7572

**NOTICE OF ANNUAL GENERAL MEETING**

The Annual General Meeting (the “Meeting”) of Hillcrest Resources Ltd. (the “Company”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia Canada V6E 4N7, on Friday, June 22, 2012 at 10 o’clock a.m. local time (the “Meeting”), for the following purposes:

1. to table the audited financial statements of the Company for its fiscal year ended December 31, 2011, the report of the auditors thereon and related management discussion and analysis;
2. to elect directors for the ensuing year;
3. to appoint an auditor for the ensuing year; and
4. to ratify and approve the continuation of the Company’s 10% Rolling Share Option Plan, as amended.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

DATED at Vancouver, British Columbia, May 23, 2012.

**BY ORDER OF THE BOARD**

*“Donald J. Currie”*

**Donald J. Currie**  
**Chief Executive Officer**