

**HILLCREST RESOURCES LTD.**  
Suite 1100, 888 Dunsmuir Street  
Vancouver, British Columbia Canada V6C 3K4  
Tel: 604-488-1514 Fax: 604-844-7572

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

The Annual General and Special 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 Monday, July 14, 2014 at 10 o’clock a.m. (Pacific Time) (the “Meeting”), for the following purposes:

1. to table the audited financial statements of the Company for its fiscal year ended December 31, 2013, 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 at a remuneration to be fixed by the directors;
4. to ratify and approve by ordinary resolution the continuation of the Company’s 10% Rolling Share Option Plan; and
5. to approve by ordinary resolution authorizing an alteration of the Company’s Articles to include advance notice provisions, as more particularly set out in the accompanying Information Circular.

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, June 12, 2014.

**BY ORDER OF THE BOARD**

*“Donald J. Currie”*

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