

HILLCREST RESOURCES LTD.
Suite 303, 750 West Pender Street
Vancouver, British Columbia Canada V6C 2T7
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Take notice that the annual general and special meeting (the “Meeting”) of the Shareholders of **Hillcrest Resources Ltd.** (the “Company”) will be held at Suite 1500 - 1055 West Georgia Street, Vancouver, British Columbia, on Friday, May 27, 2011 at 10:00 a.m., Pacific time, for the following purposes:

1. To table and consider the audited financial statements of the Company for its fiscal year ended December 31, 2010, the report of the auditor and related management discussion and analysis.
2. To appoint Lancaster & David, Chartered Accountants, as auditor of the Company and authorizing the directors to fix their remuneration.
3. To set the number of directors of the Board of the Company at four (4).
4. To elect directors of the Company for the ensuing year.
5. To approve the adoption of the Company’s 10% rolling share option plan as described in the Information Circular accompanying this Notice.
6. To approve the alterations to the Company’s existing Articles and to adopt a new set of Articles which includes all alterations, as described in the Information Circular accompanying this Notice.
7. To authorize the inspection of records, documents or instruments at the Company’s records office by persons other than directors of the Company, as described in the Information Circular accompanying this Notice.

Shareholders of record on the Company’s books at the close of business on April 18, 2011 are entitled to notice of and to attend and vote at the Meeting or at any postponement or adjournment thereof. Pursuant to the Company’s governing documents, each common share is entitled to one vote.

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.

The audited financial statements of the Company for the year ended December 31, 2010, the auditor’s report thereon, together with management’s discussion and analysis for the period will be made available at the Meeting.

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 complete 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, April 29, 2011.

BY ORDER OF THE BOARD

“Donald J. Currie”

Donald J. Currie
Chairman and Chief Executive Officer