

**CONQUEST RESOURCES LIMITED**  
220 BAY STREET, SUITE 700  
TORONTO, ONTARIO, CANADA, M5J 2W4  
TEL: (416) 362-8243    FAX: (416) 368-5344

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting of Shareholders (the "Meeting") of Conquest Resources Limited (the "Corporation" or "Conquest") will be held at the offices of the Corporation at 220 Bay Street, Suite 700, Toronto, on Tuesday, June 18, 2013 at 10:30 o'clock in the forenoon (Eastern Daylight Time) for the following purposes:

1. to receive the report of the directors and the financial statements of the Corporation for the financial year ended December 31, 2012, together with the report of the auditors thereon;
2. to elect directors;
3. to appoint auditors for the ensuing year and upon the advice and recommendation of the Audit Committee to authorize the Directors to fix their remuneration;
4. to consider and, if thought advisable, to approve an ordinary resolution, as more particularly set forth in the accompanying Information Circular prepared for the purposes of the Meeting ratifying the Corporation's existing Stock Option Plan; and
5. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on April 29, 2013 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and any adjournments thereof.

DATED at Toronto, this 7<sup>th</sup> day of May, 2013.

By Order of the Board of Directors

"Robert Kinloch"

ROBERT KINLOCH  
President

**Shareholders are entitled to vote at the meeting in person or by proxy. If it is not your intention to be present at the meeting, please exercise your right to vote by promptly signing, dating and returning the enclosed form of proxy in the envelope provided for that purpose to Equity Financial Trust Company, Suite 400, 200 University Avenue, Toronto, Ontario, M5H 4H1.**