

ALDRESHOT RESOURCES LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual general meeting of the Shareholders of **ALDRESHOT RESOURCES LTD.** (the "*Company*") will be held at Suite 1500, 885 West Georgia Street, Vancouver, BC, V6C 3E8 on **July 15th, 2003** at the hour of 10:00 a.m. (Vancouver time) (the "*Meeting*") for the following purposes:

1. **TO** receive and consider the Report of the Directors.
2. **TO** receive and consider the audited financial statements of the Company for the fiscal period ending January 31, 2003, together with auditor's report thereon.
3. **TO** appoint Desai & Associates, Chartered Accountants, as auditor of the Company for the ensuing year.
4. **TO** authorize the directors of the Company to fix the remuneration to be paid to the auditor.
5. **TO** fix the number of Directors of the Company for the ensuing year at five persons.
6. **TO** elect the directors for the ensuing year to hold office until the next annual general election of directors or until their successors be elected or appointed in accordance with the *Company Act* of British Columbia and the Company's Articles.
7. **TO** ratify the issuance of an aggregate of 465,030 Series "A" Preferred Shares in the capital stock of the Company (the "*Preferred Shares*") at a price of \$1.00 per Preferred Share to insiders of the Company in settlement of outstanding debts in the aggregate of \$465,030 owing to such insiders and to approve the subsequent conversion of the 465,030 Preferred Shares into common shares in the capital stock of the Company on the basis of one Preferred Share for four common shares, resulting in the issuance of up to an aggregate of 116,256 common shares to the insiders.
8. **TO** approve the implementation of a formal Stock Option Plan wherein the Company will grant options to its directors, officers, employees and service providers, as additional compensation, and as an opportunity to participate in the profitability of the Company, the form of such Stock Option Plan which is more particularly described in the attached Information Circular and attached as Schedule "A" to the Information Circular.
9. **TO** approve the granting of specific stock option held by insiders of the Company, as more particularly described in the attached Information Circular.
10. **TO** authorize the directors of the Company, in their sole discretion, subject to regulatory approval, if necessary, to negotiate and conclude such negotiations for the sale by way of private placement of securities in excess of 20% of the Company's then issued and outstanding share capital.
11. **TO** ratify and approve the actions of the directors and officers carried out on behalf of the Company during the preceding year.

12. **TO** transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

All of the above matters are more fully described in the accompanying Information Circular under the heading "*Particulars of Matters to be Acted Upon*".

Shareholders of record on the Company's books at the close of business on June 13th, 2003 are entitled to notice of and to vote at the Meeting or at any postponement or adjournment thereof. Two shareholders or one or more proxyholder representing two shareholders, or one shareholder and a proxyholder representing another shareholder, constitutes a quorum for the conduct of business at the Meeting. The aforementioned proposals require approval by a majority of the Company's stock voted. Pursuant to the Company's governing documents, each common share is entitled to one vote.

If you are unable to attend the Meeting in person, please read the Notes accompanying the Form of Proxy enclosed herewith and then complete and return the Form of Proxy within the time set out in the Notes. The enclosed Form of Proxy is solicited by Management. If you so desire, you may appoint a representative in lieu of management's designations by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED FORM OF PROXY. IF YOU ATTEND THE MEETING, YOU MAY VOTE IN PERSON IF YOU WISH TO DO SO, EVEN THOUGH YOU HAVE SENT IN YOUR FORM OF PROXY.

DATED at Vancouver, British Columbia, on the 17th day of June, 2003.

BY ORDER OF THE BOARD
ALDERSHOT RESOURCES LTD.

"Jeremy Caddy"

JEREMY CADDY,
President