

## ALDRESHOT RESOURCES LTD.

### NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF MEMBERS

**NOTICE** is hereby given that the Annual and Special General Meeting of the Members of **ALDRESHOT RESOURCES LTD.** (the "Company") will be held at Suite 1500, 885 West Georgia Street, Vancouver, BC, V6C 3E8 on **July 30, 2002** at the hour of 10:30 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, 2002, together with Auditor's Report thereon.
  3. **TO** appoint an Auditor of the Company for the ensuing year; **AND FURTHER TO** authorize the Directors of the Company to fix the remuneration to be paid to the Auditor.
  4. **TO** fix the number of Directors of the Company for the ensuing year at five (5) persons; **AND FURTHER TO** authorize the Board of Directors, in its discretion, to appoint from time to time, additional Directors to hold office until the next annual general meeting of the Company or until their successors are appointed, in accordance with the *Company Act* of British Columbia and the Company's Articles.
  5. **TO** elect 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.
  6. **TO** approve the increase in the authorized capital of the Company from Five Hundred Million (500,000,000) common shares without par value to Five Hundred Ten Million (510,000,000) shares, divided into:
    - (a) five hundred million (500,000,000) common shares without par value; and
    - (b) ten million (10,000,000) preference shares without par value, of which Ten Million (10,000,000) will be designated Series "A" Preferred Shares; and
- TO FURTHER** approve altering the Articles of the Company by the addition of a new Part 27, all more particularly described in the attached Information Circular.
7. **TO** approve, subject to regulatory approval, the private placement of 2,500,000 units at the price of \$0.10 per unit, each unit consisting of one common share and one non-transferable share purchase warrant exercisable for two years at the price of \$0.10 per share during the first year and at \$0.15 per share during the second year; **AND FURTHER TO** approve the subscription of an aggregate of 2,500,000 units of the Company by IOMA Pty Ltd., AFT The Gemini Trust of Perth, Western Australia and the resulting change of control resulting from the issuance of the securities; all as more particularly described in the attached Information Circular.
  8. Subject to regulatory approval if necessary, **TO** authorize the Directors of the Company, in their sole discretion, to negotiate and conclude such negotiations for the sale by way of private placement of in excess of 20% of the Company's then issued and outstanding share capital; **AND**

**FURTHER TO** approve the allotment and issuance of securities of the Company to the purchasers of such securities pursuant to the aforementioned private placement, subject to any conditions or restrictions which may be imposed by the regulatory authorities on such securities.

9. **TO** approve the future granting of Options of the Company in such amounts and at such prices as may be permitted by the regulatory authorities; **AND FURTHER TO** approve the renegotiation of existing Options in amounts and at prices acceptable to the regulatory authorities; **AND FURTHER TO** approve the issuance of shares upon exercise of such Options.
10. **TO** ratify the actions of the Directors and Officers carried out on behalf of the Company during the preceding year.

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

Members of record on the Company's books at the close of business on June 21, 2002 are entitled to notice of and to vote at the Meeting or at any postponement or adjournment thereof. Two (2) Members or one or more proxyholder representing two Members, or one Member and a proxyholder representing another Member, 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, save and except the alteration of the authorized capital of the Company and amendment to the Articles of the Company which requires not less than three-quarters (3/4) of the votes cast by the Members, in person or by proxy, at the Meeting. Pursuant to the Company's governing documents, each share of stock is entitled to one vote.

If you are unable to attend the Meeting in person, please read the Notes accompanying the Instrument of Proxy enclosed herewith and then complete and return the Instrument of Proxy within the time set out in the Notes. As set out in the Notes, the enclosed Instrument of Proxy is solicited by Management, but you may amend it, if you so desire, 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 INSTRUMENT 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 INSTRUMENT OF PROXY.**

**DATED** at Vancouver, British Columbia, on the 24<sup>th</sup> day of June, 2002.

BY ORDER OF THE BOARD

*"JEREMY CADDY"*

**JEREMY CADDY,**  
President