

## QUATTRO RESOURCES LTD.

### NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

**NOTICE** is hereby given that the Annual General Meeting of the Members of **Quattro Resources Ltd.** (the "Company") will be held in the Company's Boardroom located at Suite #1500-885 West Georgia Street, Vancouver, British Columbia, on Monday, the 31st day of July, 2000 at the hour of 10:00 o'clock in the forenoon (the "Meeting") for the following purposes:

1. **TO** receive and consider the Report of the Directors.
2. **TO** receive and consider the Company's Audited Financial Statements for the fiscal period ending January 31, 2000, 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 four (4) 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 consider, and if thought fit, approve, with or without variation, and subject to regulatory approval, a Special Resolution to consolidate all of the Company's authorized and issued common share capital on a one (1) new share for each ten (10) old shares basis; **AND** to consider, and if thought fit, approve, with or without variation, and subject to regulatory approval, a Special Resolution to increase the Company's authorized common share capital to 500,000,000 common shares without par value.
7. To consider, and if thought fit, approve, with or without variation, and subject to regulatory approval, a Special Resolution to change the name of the Company to such name as reflects the Company's business and as may be acceptable to the regulatory authorities; **AND TO** alter Paragraph 1. of the Memorandum of the Company accordingly.
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. 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 allotment and issuance of in excess of 20% of the Company's then issued and outstanding share capital in settlement of outstanding debt; **AND FURTHER TO** approve the allotment and issuance of securities of the Company pursuant to the aforementioned debt settlement, subject to any conditions or restrictions which may be imposed by the regulatory authorities on such securities.

10. **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.
11. 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".

Members of record on the Company's books at the close of business on June 21, 2000 are entitled to notice of and to vote at the Meeting or at any postponement or adjournment thereof. Two (2) Members present in person or by proxy constitutes a quorum for the conduct of business 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 26th day of June, 2000.

BY ORDER OF THE BOARD

**"Jeremy Caddy"**

Jeremy Caddy  
President