

**PROBE RESOURCES LTD.**  
Suite 730 – 1111 West Hastings Street  
Vancouver, British Columbia V6E 2J3  
Tel: (604) 638-1255; Fax: (604) 638-1265

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

**Take notice** that the annual and special general meeting (the “Meeting”) of Shareholders of **Probe Resources Ltd.** (the “Company”) will be held at Livingston Conference Centre, Second Floor (South Tower), 222 – 3<sup>rd</sup> Avenue SW, Calgary, Alberta, on Wednesday, March 4, 2009 at 10:00 a.m., local time, for the following purposes:

1. To receive the report of the directors of the Company, the financial statements of the Company for its fiscal year ended August 31, 2008, the report of the auditor thereon and the related management discussion and analysis;
2. To elect directors of the Company for the ensuing year;
3. To appoint an auditor of the Company for the ensuing year;
4. To adopt a new 10% rolling number share option plan; and
5. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered 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 another suitable form of proxy, and deliver it by fax, by hand, by mail, by telephone or by internet, in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**An unregistered shareholder who plans to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that such shareholder’s 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 this 30<sup>th</sup> day of January, 2009.

**BY ORDER OF THE BOARD**

*“Morgan Tincher”*

**Morgan Tincher**  
**Corporate Secretary**