

PROBE RESOURCES LTD.
Suite 730 – 1111 West Hastings Street
Vancouver, British Columbia V6E 2J3
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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 1500 - 1055 West Georgia Street, Vancouver, British Columbia, on February 29, 2008 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, 2007 and the report of the auditor thereon.
2. To fix the number of directors of the Company at four.
3. To elect directors of the Company for the ensuing year.
4. To appoint an auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
5. To adopt a new fixed number share option plan reserving a total of 6,295,490 Common Shares under this new plan.
6. to approve a special resolution to remove the Pre-Existing Company Provisions.
7. To approve a special resolution to replace the Company’s Articles with a new Articles, such new Articles will conform to the *Business Corporations Act* (British Columbia).
8. To approve a special resolution to alter the Notice of Articles to create a new class of Preferred Shares, without a maximum authorized number, issuable in series, with special rights and restrictions applicable to the class which permit the directors to affix specific rights and restrictions to each series if, as and when issued.
9. To authorize the inspection of records, documents or instruments at the records office of the Company by persons other than directors of the Company; and
10. 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 or by mail 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, February 21, 2008.

BY ORDER OF THE BOARD

”Morgan Tincher”

Morgan Tincher
Secretary