



## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS AND OPTIONHOLDERS

**TO:** The Shareholders and Optionholders of NGEx Resources Inc.

**NOTICE IS HEREBY GIVEN** that a special meeting (the "**Meeting**") of the holders of common shares (the "**NGEx Shareholders**") and the holders of stock options ("**NGEx Optionholders**") (together, the "**Securityholders**") of NGEx Resources Inc. ("**NGEx**") will be held at Suite 2000, 885 West Georgia Street, Vancouver, British Columbia, on August 11, 2016 at the hour of 10:00 a.m. (Pacific Time) for the following purposes:

1. To consider and, if thought fit, to pass, with or without variation, a Special Resolution of the Securityholders, voting together as a single class (the "**Arrangement Resolution**") approving an arrangement (the "**Arrangement**") pursuant to Section 192 of the *Canada Business Corporations Act* (the "**CBCA**") among NGEx, the NGEx Shareholders, and Filo Mining Corp. ("**Filo Mining**"), which will result in NGEx distributing the common shares of Filo Mining held by NGEx which comprise all of the outstanding shares of Filo Mining, to the NGEx Shareholders, as more fully described in the accompanying management information circular ("**Circular**");
2. To consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving the adoption by Filo Mining of a rolling 10% Stock Option Plan, subject to regulatory acceptance, as more fully described in the accompanying Circular; and
3. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

**AND TAKE NOTICE** that dissenting registered NGEx Shareholders in respect of the proposed Arrangement in paragraph 1 above are entitled to be paid the fair value of their shares in accordance with Section 190 of the CBCA. Pursuant to the Interim Order of the Supreme Court of British Columbia dated July 7, 2016 and the CBCA, a registered NGEx Shareholder may until 5:00 p.m. (Vancouver time) on August 9, 2016 give NGEx a notice of objection by registered mail addressed to NGEx at Suite 2000, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8 with respect to the Arrangement Resolution. As a result of giving a notice of objection, a registered NGEx Shareholder may, on receiving a notice of adoption of the Arrangement Resolution under Section 190 of the CBCA, require NGEx to purchase all of the common shares of NGEx held by such registered NGEx Shareholder in respect of which the notice of objection was given. These dissent rights are described in the accompanying Circular in respect of the Meeting.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

This notice is accompanied by the Circular and either a form of proxy for Registered NGEx Shareholders or a voting instruction form for beneficial NGEx Shareholders.

Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only NGEx Shareholders and NGEx Optionholders of record at the close of business on July 8, 2016 will be entitled to receive notice of and vote at the Meeting. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

**DATED** at Vancouver, British Columbia this 8<sup>th</sup> day of July, 2016.

BY ORDER OF THE BOARD

*/s/ "Wojtek Wodzicki"*

Wojtek Wodzicki

President, Chief Executive Officer and Director

**Registered NGEx Shareholders and NGEx Optionholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope. If you are a non-registered NGEx Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares or options not being eligible to be voted by proxy at the Meeting.**