



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the "Meeting") of the shareholders of NGEx Resources Inc. (the "Corporation") will be held at Suite 2000, 885 West Georgia Street, Vancouver, British Columbia, on Wednesday, June 19, 2013 at the hour of 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2012, together with the report of the auditors thereon;
2. to fix the number of directors at five (5);
3. to elect directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider, and if thought fit, to pass an ordinary resolution to confirm an amendment to the Corporation's by-laws to incorporate advance notice provisions with respect to the election of directors of the Corporation, as more particularly described in the accompanying Management Information Circular; and
6. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

Accompanying this Notice is the Corporation's Management Information Circular, a form of Proxy or Voting Instruction Form, and a Financial Statement Request Form. The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting, and is incorporated into this Notice.

If you are a *registered shareholder* of the Corporation and are unable to attend the Meeting in person, please complete, sign, date and return the enclosed form of Proxy either in the addressed envelope enclosed to Canadian Stock Transfer Company Inc., acting as Administrative Agent for CIBC Mellon Trust Company, at P.O. Box 721 Agincourt, Ontario, M1S 0A1, or by fax to (416) 368-2502. Proxies must be received not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof.

If you are a *non-registered shareholder* of the Corporation 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 such other intermediary. **If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may not be entitled to vote at the Meeting, either in person or by proxy.**

DATED at Vancouver, British Columbia, this 13<sup>th</sup> day of May, 2013.

BY ORDER OF THE BOARD

/s/ "Wojtek Wodzicki"

Wojtek Wodzicki

President and Chief Executive Officer