

**EXGEN RESOURCES INC.**

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

**NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING** (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of ExGen Resources Inc. (the “**Corporation**”) will be held at the Offices of DLA Piper (Canada) LLP, 10th Floor, Livingston Place, West Tower, 250 2nd Street S.W., Calgary, AB, on Friday, March 10, 2017 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial years ended December 31, 2015 and December 31, 2016, and the reports of the auditor thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at six (6);
3. to elect the Board of Directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditor’s remuneration;
5. to consider, and if thought fit, approve the ordinary resolution, as more particularly set forth in the accompanying Management Information Circular prepared for the purpose of the Meeting, relating to the re-approval of the stock option plan of the Corporation;
6. to consider, and if thought fit, approve the special resolution, as more particularly set forth in the accompanying Management Information Circular, approving the continuance of the Corporation from the *Business Corporations Act* (Alberta) to the *Business Corporations Act* (British Columbia); and
7. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

**DATED** this 8<sup>th</sup> day of February, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

*signed “Jason Riley”*

**Jason Riley**

**President, Chief Executive Officer and Director**

**NOTE:**

It is desirable that as many shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be received by Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.