



CGX ENERGY INC.

333 Bay Street, Suite 1100
Toronto, Ontario
M5H 2R2

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

To be held Thursday June 1, 2017 at 10:00 a.m. (Toronto time)

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting (the "**Meeting**") of Shareholders of CGX ENERGY INC. (the "**Corporation**") will be held at the office of Wildeboer Dellelce LLP, 365 Bay Street, Suite 800, Toronto, Ontario, on Thursday June 1, 2017, at 10:00 a.m. (Toronto time) for the following purposes:

- (a) **TO RECEIVE** and consider the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2016 together with the auditors' report thereon;
- (b) **TO FIX** the number of directors for the ensuing year at three (3);
- (c) **TO ELECT** the directors for the ensuing year;
- (d) **TO RE-APPOINT** the auditors of the Corporation to hold office until the close of the next annual meeting of the shareholders of the Corporation and to authorize the directors to fix the remuneration of the auditors;
- (e) **TO RE-APPROVE**, as required by the TSX Venture Exchange on an annual basis, the Corporation's stock option plan, as described in the accompanying Management Information Circular dated May 2, 2017; and
- (f) **TO TRANSACT** such further or other business as may properly come before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting, which is supplemental to and expressly made a part of this Notice of Meeting.

Shareholders of record as of the close of business on May 1, 2017 will be entitled to vote at the Meeting. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it in the envelope provided for that purpose no later than 10:00 a.m. (Toronto time) on May 30, 2017.

DATED this 2nd day of May, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Suresh Narine*"

Suresh Narine
Chairman