

# NG ENERGY INTERNATIONAL CORP.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual general and special meeting (the "**Meeting**") of the shareholders of **NG ENERGY INTERNATIONAL CORP.** (the "**Company**"), will be held at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, on November 30, 2022 at 10:30 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2021, together with auditor's report thereon.
2. To reappoint KPMG LLP as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
3. To fix the number of directors for the ensuing year at six.
4. To elect directors for the ensuing year.
5. To approve the Company's rolling stock option plan as amended in accordance with the new TSXV Policy 4.4 (the "**Amended Plan**"), and as more fully described in the Management Information Circular;
6. To approve the adoption of the Company's new restricted share unit and deferred share unit plan ("**RSU/DSU Plan**") as more fully described in the Management Information Circular;
7. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

Every registered holder of Common Shares of the Company at the close of business on October 21, 2022 (the "**Record Date**") is entitled to receive notice of, and to vote their Common Shares at the Meeting. The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying this Notice, which Information Circular forms part of this Notice.

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy to the attention of the Secretary of the Company, c/o TSX Trust Company, 100 Adelaide Street, Suite 301, Toronto, Ontario, M5H 4H1. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.**

Shareholders may beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("**Non-Registered Shareholders**"). **Without specific instructions, intermediaries are prohibited from voting shares for their clients.** If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instruction on your behalf.

DATED at Vancouver, British Columbia, this 21<sup>st</sup> day of October, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Serafino Iacono"*

Serafino Iacono,  
Chief Executive Officer