

**NG ENERGY INTERNATIONAL CORP.**  
**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the holders of the common shares (the “**Common Shares**”) (collectively, the “**Shareholders**” or individually, a “**Shareholder**”) of **NG ENERGY INTERNATIONAL CORP.** (the “**Company**”), will be held virtually on January 15, 2024, at 11:00 a.m. (Toronto time), accessible by web browser, at <https://virtual-meetings.tsxtrust.com/en/1572>, with the password: ngenergy2024. The purpose of the Meeting is as follows:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2022, together with auditor's report thereon.
2. To appoint PricewaterhouseCoopers LLP (“**PwC**”) as the auditor of the Company for the ensuing year and to authorize the board of directors of the Company to fix the remuneration of the auditor.
3. To fix the number of directors for the ensuing year at eight (8).
4. To elect the directors of the Company to hold office until the earlier of the close of the next annual meeting of Shareholders or until their successors are elected or appointed.
5. To consider and, if deemed advisable, pass with or without variation, an ordinary resolution (the “**Stock Option Plan Resolution**”), the full text of which is set forth in the accompanying management information circular of the Company dated December 7, 2023 (the “**Circular**”), reapproving the Company’s incentive stock option plan (the “**Stock Option Plan**”), which fixes the maximum aggregate number of Common Shares for issuance under the plan at 10% of the Common Shares, on a rolling basis.
6. To consider and, if deemed advisable, pass with or without variation, an ordinary resolution (the “**RSU/DSU Plan Resolution**”), the full text of which is set forth in the Circular, reapproving the Company’s restricted share unit and deferred share unit plan (the “**RSU/DSU Plan**”), which fixes the maximum aggregate number of Common Shares for issuance under the plan at 12,512,213 Common Shares.
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 at the close of business on November 27, 2023 (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 Circular accompanying this Notice, which Circular forms part of this Notice.

**Shareholders who are unable to attend the Meeting virtually 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 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 Common 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 7<sup>th</sup> day of December 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Serafino Iacono”*

Serafino Iacono,  
Chief Executive Officer