

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, 2025, at 11:00 a.m. (Toronto time), accessible by web browser, at <https://web.lumiagm.com/215127938>, with the password: ngenergy2025. 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, 2023, 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 six (6).
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 5, 2024 (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 of disinterested shareholders (the “**RSU/DSU Plan Resolution**”), the full text of which is set forth in the Circular, authorizing certain amendments to the Company’s restricted share unit and deferred share unit plan (the “**RSU/DSU Plan**”).
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 December 3, 2024 (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.

As a Shareholder of the Company, it is very important that you read the Circular and other Meeting materials carefully. They contain important information with respect to voting your Common Shares and attending and participating at the Meeting.

The Company is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all Shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with directors of the Company and management as well as other Shareholders. Shareholders will not be able to attend the Meeting in person. Registered Shareholders and duly appointed proxyholders will be able to attend, participate or vote at the Meeting online at <https://web.lumiagm.com/215127938>. Beneficial Shareholders (being Shareholders who hold their Common Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will not be able to attend, participate or vote at the Meeting.

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.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your Common Shares, including if you are a Non-Registered Shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, Shareholders MUST send an email to appointee@odysseytrust.com and provide Odyssey Trust Company (“Odyssey”) with their proxyholder’s contact information, amount of Common Shares appointed, name in which the Common Shares are registered if they are a registered Shareholder, or name of broker where the Common Shares are held if a beneficial Shareholder, so that Odyssey may provide the proxyholder with a Username via email.

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 Proxy Department, 702 – 67 Yonge Street, Toronto, ON M5E 1J8. 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 voting by proxy are provided in the form of proxy and in the Circular accompanying this Notice.

DATED at Vancouver, British Columbia, this 5th day of December 2024.

BY ORDER OF THE BOARD OF DIRECTORS

“Brian Paes-Braga”

Brian Paes-Braga,
Chief Executive Officer