



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Meeting Information

Date: Wednesday, June 16, 2021
Time: 10:00 a.m. (Pacific Time)
Location: Suite 2000
HSBC Building,
885 West Georgia Street,
Vancouver, British Columbia V6C 3E8

Fellow Shareholders,

You are invited to attend the Annual General Meeting (the “**Meeting**”) of holders of common shares (the “**Shareholders**”) of NGEx Minerals Ltd. (the “**Corporation**”). The purpose of the Meeting is:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2020, together with the report of the auditors thereon;
2. to fix the number of directors at six;
3. to elect directors of the Corporation for the ensuing year;
4. to appoint PricewaterhouseCoopers, LLP as auditor of the Corporation for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and, if thought fit, to pass an ordinary resolution providing for the required annual approval of the Corporation’s incentive stock option plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”); and
6. to transact such further and other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Your vote is important. If you held shares in the Corporation on May 10, 2021, you are entitled to receive notice of and vote at this Meeting or any postponement or adjournment of it.

The Corporation intends to hold its Meeting in person. However, in view of the current and rapidly evolving COVID-19 outbreak, the Corporation asks that, in considering whether to attend the Meeting in person, Shareholders follow the instructions of the Public Health Agency of Canada (PHAC) (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirusinfection.html>). The Corporation encourages Shareholders not to attend the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. Access to the Meeting will, subject to Corporation’s by-laws, be limited to essential personnel and registered shareholders and proxyholders entitled to attend and vote at the Meeting. The Corporation may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 outbreak. In the event it is not possible or advisable to hold the Meeting in person, the Corporation will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the meeting entirely by electronic means, telephone or other communication facilities. Please monitor our

website at www.ngexminerals.com for updated information. If you are planning to attend the Meeting, please check the website one week prior to the meeting date. As always, the Corporation encourages Shareholders to vote their shares prior to the Meeting. No management presentation will be made at the Meeting.

This Notice is accompanied by the Information Circular, a proxy form or voting instruction form and a financial statement request form. The Corporation's financial statements are available under the Corporation's profile on SEDAR at www.sedar.com or on the Corporation's website at www.ngexminerals.com.

Pursuant to the *Canada Business Corporations Act*, which is the Corporation's governing statute, a shareholder must inform the Corporation in writing that they DO NOT wish to receive a copy of the annual financial statements and related auditors' report. We urge you to complete the financial statement request form to indicate if you wish to opt-out of receiving the annual financial statements and return it as directed. If you do not inform the Corporation that you DO NOT wish to receive a copy, the annual financial statements will automatically be sent to you.

If you are not able to attend the Meeting, please vote by using the proxy form or voting instruction form included with the Information Circular and return it according to the instructions provided before 10:00 a.m. (Pacific Time) on June 14, 2021.

DATED at Vancouver, British Columbia the 11th day of May, 2021.

Yours truly,

/s/ "Wojtek Wodzicki"

Wojtek Wodzicki, President and Chief Executive Officer