



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Meeting Information

Date: Wednesday, June 22, 2022
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 and Special 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, 2021, together with the report of the auditors thereon;
2. to fix the number of directors at seven;
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 ratifying, confirming and approving certain amendments to the Corporation’s 2022 stock option plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”);
6. to transact such further and other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

If you held shares in the Corporation on Friday, May 13, 2022, you are entitled to receive notice of and vote at this Meeting or any postponement or adjournment of it.

Your vote is important. We recommend you vote your shares in advance of the meeting. For various reasons, including the potential for government recommendations and/or orders for physical distancing and restrictions on group gatherings and non-essential travel, we believe it is in the best interests of our shareholders, directors and employees for shareholders to communicate their votes and their opinions with the Corporation in advance of, instead of at, the meeting. Only registered shareholders and duly appointed proxyholders will be permitted access to the meeting. The Corporation is not aware of any items of business to be brought before the Meeting other than those noted above and further described in the accompanying Information Circular. There will be no management presentation on the business or operations of the Corporation 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 questions related to receiving the annual financial statements on the financial statement request form and proxy or voting instruction form carefully. 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 Monday, June 20, 2022.

DATED at Vancouver, British Columbia the 19th day of May, 2022.

Yours truly,

/s/ "Wojtek Wodzicki"

Wojtek Wodzicki, President and Chief Executive Officer