



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN that an annual meeting (the "Meeting") of the shareholders of NGEx Resources Inc. (the "Corporation") will be held at Suite 2101, 885 West Georgia Street, Vancouver, British Columbia, on Monday, June 13, 2011 at the hour of 1:00 p.m. (Pacific Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2010, together with the report of the auditors thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint auditors of the Corporation for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to pass an ordinary resolution in the form set forth in the Management Information Circular for this Meeting ratifying and approving the Corporation's existing Share Option Plan, and related matters, as more particularly described in the Management Information Circular.;
5. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

This notice is accompanied by a Management Information Circular and, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. A copy of the audited consolidated financial statements and Management's Discussion and Analysis ("MD&A") of the Corporation for the year ended December 31, 2010 was previously mailed to those shareholders who requested to receive same. Additional copies are available upon request to the Corporation or they can be found on SEDAR at www.sedar.com or on the Corporation's website at www.NGExResources.com.

Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The board of directors of the Corporation has by resolution fixed the close of business on May 9, 2011, as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The board of directors of the Corporation has by resolution fixed 1:00 p.m. (Pacific Time) on June 9, 2011, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned Meeting, as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof, shall be deposited with the Corporation's transfer agent. Late proxies may be accepted or rejected by the Chairman in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

DATED at Vancouver, British Columbia, this 11th day of May, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Wojtek Wodzicki,
President and Chief Executive Officer