



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 Tuesday, June 15, 2010 at the hour of 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive the consolidated financial statements of the Corporation the transition year ended December 31, 2009, together with the report of the auditors thereon.
2. to elect directors of the Corporation for the ensuing year.
3. to appoint auditors for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditors; and
4. 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 transition year ended December 31, 2009 were previously mailed to those shareholders who requested to receive them. Additional copies are available on 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 10, 2010, 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 Company has by resolution fixed 10:00 a.m. (Pacific Time) on June 11, 2010, 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 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 12th day of May, 2010.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Wojtek Wodzicki,
President and Chief Executive Officer