

NEODYM TECHNOLOGIES INC.

711-675 West Hastings Street
Vancouver, BC V6B 1N2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TAKE NOTICE that the **ANNUAL GENERAL AND SPECIAL MEETING** of the Shareholders of **NEODYM TECHNOLOGIES INC.** (hereinafter called the “Company”) will be held at 711-675 West Hastings Street, Vancouver, BC, on Monday, August 20, 2012, at the hour of 2:00 p.m. (Vancouver time) for the following purposes:

1. to receive the Report of the Directors;
2. to receive the financial statements of the Company for its fiscal year ended February 29, 2012 and the report of the Auditors thereon;
3. to appoint Auditors for the ensuing year and to authorize the Directors to fix their remuneration;
4. to determine the number of directors and to elect directors;
5. to consider and, if thought fit, to approve a special resolution to approve the sale (the “**Sale**”) of the Company’s current business (the “**Sale Resolution**”);
6. to consider and, if thought fit, to approve an ordinary resolution to consolidate the Company’s outstanding shares on an up to 2-for-1 basis;
7. to consider and, if thought fit, to approve an ordinary resolution to approve the Company’s 10% “rolling” Stock Option Plan; and
8. to transact such other business as may properly come before the Meeting.

Registered shareholders of the Company (“Registered Shareholders”) have a right to dissent in respect of the Sale Resolution. If the Sale Resolution is passed, Registered Shareholders who exercise their right of dissent in connection with the Sale and follow the appropriate procedures will be entitled to be paid the fair value of their Shares.

Registered Shareholders wishing to exercise their right to dissent before the Meeting must provide a written objection to the Sale Resolution to the Company c/o James L. Harris Law Corporation, 300-576 Seymour Street, Vancouver, British Columbia, V6B 3K1, Attention: James Harris, by no later than 2:00 p.m. (Vancouver time) on August 16, 2012, or by no later than 2:00 p.m. (Vancouver time) on the date which is two Business Days immediately preceding the date of any adjournment or postponement of the Meeting. No Registered Shareholder who has voted in favour of the Sale Resolution shall be entitled to dissent with respect to the Sale. Registered Shareholders must otherwise comply strictly with the dissent procedures described in the Circular. See “*Right to Dissent*” in the Circular and Schedule “C” of the Circular.

FAILURE TO COMPLY STRICTLY WITH THE DISSENT PROCEDURES MAY RESULT IN THE LOSS OR UNAVAILABILITY OF THE RIGHT TO DISSENT. BENEFICIAL OWNERS OF COMMON SHARES REGISTERED IN THE NAME OF A BROKER, CUSTODIAN, NOMINEE OR OTHER INTERMEDIARY WHO WISH TO DISSENT SHOULD BE AWARE THAT ONLY REGISTERED SHAREHOLDERS ARE ENTITLED TO EXERCISE THE RIGHT OF DISSENT IN RESPECT OF THE SALE RESOLUTION AND SHOULD CONTACT SUCH REGISTERED HOLDER IMMEDIATELY WITH RESPECT TO ANY INSTRUCTIONS CONCERNING EXERCISING A RIGHT TO DISSENT.

Accompanying this Notice are, among other documents, an Information Circular and Form of Proxy. A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his place. If you are unable to attend the Meeting, or any adjournment thereof in person, please read the Instructions for Completion of Proxy on the back of the Form of Proxy enclosed herewith and then complete and return the Proxy. The Form of Proxy, and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Registrar and Transfer Agent of the Company, Computershare Investor Services Inc., Attention: Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax at 1-866-249-7775, not less than 48 hours, Saturdays and holidays excepted, prior to the time of the holding of the Meeting or any adjournment thereof. The enclosed Form of Proxy is solicited by Management, but you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 18th day of July, 2012

BY ORDER OF THE BOARD OF DIRECTORS

“Juraj Krajci”
President & CEO