

**VANGUARD INVESTMENTS CORP.**

6012 – 85 Avenue  
Edmonton, Alberta, T6B 0J5

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF  
VANGUARD INVESTMENTS CORP.**

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting of Shareholders of VANGUARD INVESTMENTS CORP. (the “Corporation”) will be held at 155 Glenora Gates, 10403 – 122 Street, Edmonton, Alberta, T5N 4C1, on Friday, the 4th day of February, 2011, at the hour of 2:00 p.m. local time, for the following purposes:

- (1) To receive the financial statements of the Corporation for the period ending February 28, 2010.
- (2) To elect directors for the ensuing year.
- (3) To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors.
- (4) To approve the Corporation’s Stock Option Plan and the granting of options thereunder, as set out in the Corporation’s Information Circular.
- (5) To consider and, if deemed advisable, to pass a special resolution to approve continuing the Corporation under the provisions of the British Columbia *Business Corporations Act*; as more particularly described in the attached Information Circular.
- (6) To transact such other business as may properly come before the meeting or any adjournment thereof.

SHAREHOLDERS OF THE CORPORATION WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON ARE REQUESTED TO DATE AND SIGN THE ACCOMPANYING INSTRUMENT OF PROXY AND TO MAIL IT TO OR DEPOSIT IT WITH COMPUTERSHARE TRUST COMPANY OF CANADA, 9th FLOOR, 100 UNIVERSITY AVENUE, NORTH TOWER, TORONTO, ONTARIO M5J 2Y1, ATTENTION: PROXY DEPARTMENT. IN ORDER TO BE VALID AND ACTED UPON AT THE MEETING, INSTRUMENTS OF PROXY MUST BE RETURNED TO THE AFORESAID ADDRESS NOT LESS THAN 48 HOURS BEFORE THE TIME SET FOR THE HOLDING OF THE MEETING OR ANY ADJOURNMENT THEREOF. THE CORPORATION MAY REFUSE TO RECOGNIZE ANY INSTRUMENT OF PROXY RECEIVED AFTER THE SAID TIME.

The Board of Directors of the Corporation has set December 31, 2010, as the record date for the Meeting. Only shareholders of the Corporation of record as at that date are entitled to receive notice of and to vote at the Meeting unless after that date a shareholder of record transfers his shares and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that he owns such shares, requests at least 10 days prior to the Meeting that the transferee's name be included in the List of Shareholders entitled to vote, in which case such transferee is entitled to vote such shares at the Meeting.

DATED at the City of Edmonton, in the Province of Alberta, this 4th day of January, 2011.

BY ORDER OF THE BOARD

(signed) “Randy Clifford”  
RANDY CLIFFORD  
PRESIDENT