

**SGX RESOURCES INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE** is hereby given that the annual and special meeting of the holders (the "Shareholders") of common shares ("Shares") of SGX Resources Inc. (the "Company") will be held in Winnipeg, Manitoba, at the Victoria Inn, 1808 Wellington Avenue, Winnipeg, Manitoba, on the 20<sup>th</sup> day of June, 2012, at 10:00 a.m. (Winnipeg time) (the "Meeting") for the following purposes:

1. To receive the audited financial statements of the Company for the financial years ended December 31, 2011, together with the auditors' reports thereon;
2. To elect directors of the Company for the ensuing year as identified in the accompanying management information circular dated May 18, 2012 (the "Circular");
3. To appoint auditors and to authorize the directors to fix the remuneration to be paid to the auditors;
4. To re-approve the stock option plan of the Company; and
5. To transact such other or further business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Circular.

The record date for determination of Shareholders entitled to receive notice of and to attend and vote at the Meeting is May 18, 2012. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on that date and holders of Shares issued by the Company after such date and prior to the Meeting will be entitled to receive notice of and to vote at the Meeting; provided that, to the extent a Shareholder transfers the ownership of any Shares after such date and the transferee of those Shares establishes that such transferee owns the Shares and demands, not later than ten days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be received by the Executive Chairman of the Company, c/o Canadian Stock Transfer Company Inc. at Proxy Department, PO Box 721, Agincourt, Ontario, M1S 0A1 not later than 11:30 a.m. (Toronto time) on June 18, 2012 or, in the case of an adjourned Meeting, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned Meeting. Canadian Stock Transfer Company Inc. acts as the administration agent for CIBC Mellon Trust Company. Unregistered Shareholders who received the proxy through an intermediary must deliver the proxy in accordance with the instructions given by such intermediary.

DATED at Winnipeg, Manitoba this 18<sup>th</sup> day of May, 2012.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*"Hugh Wynne"*

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Hugh Wynne, Executive Chairman