

**SGX RESOURCES INC.**  
401 Bay Street, Suite 2702  
Toronto, Ontario, M5H 2Y4

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JUNE 6, 2018**

NOTICE is hereby given that the annual and special meeting (“**Meeting**”) of the holders of common shares (“**Shares**”) of SGX Resources Inc. (the “**Company**”) will be held in Toronto Ontario, at 401 Bay Street, Suite 2702, on the 6<sup>th</sup> day of June, 2018, at 11:00 a.m. (Toronto time) for the following purposes:

- 1) to elect the directors of the Company to hold office until the next annual meeting of the shareholders (“**Shareholders**”) of the Company or until their successors are elected or appointed;
- 2) to re-appoint Scarrow & Donald LLP, as auditor of the Company for the ensuing year and authorize the directors to fix the auditor's remuneration;
- 3) to approve, as required by the policies of the TSX Venture Exchange, the Company's Stock Option Plan;
- 4) to consider, and if thought fit, pass a special resolution, with or without amendment, amending the articles of incorporation of the Company to consolidate the Common Shares at a ratio ranging from three (3) pre-Consolidation Shares for each one (1) Post-Consolidation Share (3:1) to five (5) Pre-Consolidation Shares for each one (1) Post-Consolidation Share (5:1), in the sole discretion of the directors;
- 5) to consider, and if thought fit, pass a special resolution, with or without amendment, amending the articles of incorporation of the Company to effect the change of the Company's name to “55 North Mining Inc.” or such other name as the directors may determine in their sole discretion and may be acceptable to applicable regulatory authorities; and
- 6) to transact such other business as may properly come before the Meeting or any adjournment thereof.

**The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is May 2, 2018 (the “Record Date”). Shareholders of the Company whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.**

A registered 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, execute and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with TSX Trust Company 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1 or by email to [tmxproxysupport@tmx.com](mailto:tmxproxysupport@tmx.com), by 11:00 a.m. on June 4, 2018 or not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) preceding the time of the Meeting in the event of any adjournment or postponement thereof.

Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions sufficiently in advance of deadline specified by the broker, intermediary or its agent to ensure they are able to provide voting instructions on your behalf.

The persons named in the enclosed form of proxy are each a director and/or officer of the Company. Every shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons designated in the enclosed form of proxy. If the shareholder wishes to appoint a person

or company other than the persons whose names are designated in the form of proxy, they may do so by inserting the name of the shareholder's chosen proxyholder in the space provided in the form of proxy.

**The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.**

**DATED** at Toronto, Ontario this 30<sup>th</sup> day of April, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Bruce Reid"*

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Bruce Reid  
Chief Executive Officer