

## **SPARX ENERGY CORP.**

1600 – 609 Granville Street  
Vancouver, BC V7Y 1C3  
Tel: 604 669-1322  
Fax: 604 669-3877

### **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

**NOTICE** is hereby given that the Annual General and Special Meeting (the "**Meeting**") of **Sparx Energy Corp.** (the "**Company**") will be held on **Friday, January 30, 2015**, at 10:00 a.m. (Vancouver Time) at 1600 – 609 Granville Street, Vancouver, BC, V7Y 1C3 for the following purposes:

1. To receive and consider the Audited Financial Statements for the fiscal year ended December 31, 2013, and to receive and consider the Company's Report to Members.
2. To re-appoint De Visser Gray LLP, Chartered Accountants, as auditor of the Company for the ensuing year, at a remuneration to be fixed by the Directors.
3. To set the number of Directors for the ensuing year at three (3).
4. To elect Directors to hold office until the next annual meeting of the Company.
5. To consider and if though fit pass a special resolution to replace the Company's Articles with a new form of Articles, as more particularly described in the Management Information Circular.
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

If you are unable to attend the Meeting in person, you may still vote on the above items by submitting a Proxy. A form of Proxy has been provided in this package, together with an Information Circular which forms part of this Notice. Please refer to the Notes to the Proxy for instructions on completing the Proxy. To be effective, the Proxy must be completed, dated, signed and returned within the time limits and in accordance with the instructions set out in the Notes. As stated in the Notes, the enclosed Proxy is solicited by or on behalf of management of the Company, and the persons named as proxyholder are directors and/or officers of the Company, or nominees selected by management. You may appoint another to represent you at the Meeting by striking out the names of the persons 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 30th day of December, 2014.

By Order of the Board of Directors  
**SPARX ENERGY CORP.**

*"Richard Grayston"*

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**Richard Grayston**  
**President, CEO & Director**