



**AMENDED AND RESTATED
NOTICE OF ANNUAL GENERAL AND
SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of MGX Minerals Inc. (“**MGX**”) will be held at 550 Burrard Street, Suite 2900, Vancouver, BC V6C 0A3 on January 11, 2019 at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of MGX for the fiscal year ended July 31, 2018;
2. to set the number of directors at five;
3. to elect the directors of MGX to hold office until the next meeting of shareholders of MGX;
4. to appoint Adam Sung Kim Ltd., as MGX’s auditor for the ensuing fiscal year and to authorize the board of directors to fix the remuneration to be paid to the auditor;
5. to consider and, if thought fit, approve an ordinary resolution approving and ratifying MGX’s existing stock option plan (the “**Option Plan**”), as more particularly described in MGX’s management information circular dated November 30, 2018 (the “**Circular**”); and
6. to consider and, if thought fit, approve by special resolution the Reorganization Resolution, as defined in the Circular; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of MGX have fixed December 6, 2018 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to receive notice (including this amended and restated notice of annual general and special meeting) and to vote at the Meeting in the circumstances set out in the accompanying Circular.

Voting

Non-registered Shareholders

Shareholders who own MGX common shares indirectly through a bank, trust company, broker or other intermediary (known as non-registered or beneficial shareholders) are entitled to vote through Broadridge Investor Communications Corporation (“**Broadridge**”) or their intermediary, as applicable, or at the Meeting in person, or by appointing a proxy, by the following appointee process.

Non-registered Shareholders should exercise their right to vote by following the instructions of Broadridge or their intermediary, as applicable, as indicated on their voting instruction form. Voting

instruction forms will be provided by Broadridge or their intermediary. Voting instruction forms may be returned as follows:

INTERNET: www.proxyvote.com

TELEPHONE: 1-800-474-7493 (English) or 1-800-474-7501 (French) or 1-800-454-8683 for U.S. Non-Registered Shareholders

MAIL: Data Processing Centre, P.O. Box 3700, Stn. Industrial Park, Markham, ON L3R 9Z9.

Broadridge or your intermediary, as applicable, must receive your voting instructions at least one Business Day (as defined in the Circular) in advance of the proxy deposit date noted on your voting instruction form. If a non-registered Shareholder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Shareholder's behalf), the Shareholder must complete the voting instruction form in accordance with the appointee directions provided.

If you have previously submitted a voting instruction form, the votes that you have cast with respect to all matters other than the approval of the Option Plan will be accepted. If you wish to cast a vote with respect to the approval of the Option Plan, you must complete the accompanying new voting instruction form (printed on BLUE paper) in its entirety for your votes to be counted. If a BLUE voting instruction form is received, it will supersede your previous voting instruction form in its entirety.

Registered Shareholders

Shareholders who hold a paper share certificate or a direct registration system (DRS) statement registered directly in their name (also known as registered shareholders) are entitled to vote at the Meeting either in person or by proxy. Registered Shareholders who are unable to be present at the Meeting should exercise their right to vote by signing and returning the form of proxy, or voting via the internet or telephone, in accordance with the directions on the form. Computershare Investor Services Inc. must receive completed proxies no later than 11:00 a.m. (Vancouver time) on January 9, 2019 or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and statutory holidays) before the date of the adjourned or postponed Meeting.

If you have previously submitted a proxy, the votes that you have cast with respect to all matters other than the approval of the Option Plan will be accepted. If you wish to cast a vote with respect to the approval of the Option Plan, you must complete the accompanying new form of proxy (printed on BLUE paper) in its entirety for your votes to be counted. If a BLUE form of proxy is received, it will supersede your previous proxy in its entirety.

See "General Proxy Matters – Appointment and Revocation of Proxies", "General Proxy Matters – Voting by Registered Shareholders" and "General Proxy Matters – Voting by Non-Registered Shareholders" in the Circular for voting instructions.

Dated at Vancouver, British Columbia, on December 19, 2018.

BY ORDER OF THE BOARD

"Jared Lazerson"

Jared Lazerson

President, Chief Executive Officer and a Director