

Proxy

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF NGEx RESOURCES INC. (the "Corporation")

TO BE HELD AT SUITE 2000, 885 WEST GEORGIA STREET, VANCOUVER, BRITISH COLUMBIA, CANADA, ON WEDNESDAY, JUNE 19, 2013 AT 10:00 A.M. (PACIFIC TIME).

The undersigned shareholder ("Registered Shareholder") of the Corporation hereby appoints, **Wojtek A. Wodzicki**, President and CEO of the Corporation, or failing this person, **William A. Rand**, a director of the Corporation, or failing this person, **Paul K. Conibear**, a director of the Corporation, or failing this person, **Antonietta Vodola**, Corporate Secretary of the Corporation, or in the place of the foregoing, _____, as proxyholder for and on behalf of the Registered Shareholder with the power of substitution to attend, act and vote for and on behalf of the Shareholder in respect of all matters that may properly come before the aforesaid meeting of the shareholders of the Corporation (the "Meeting") and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Registered Shareholder were present at the said Meeting, or any adjournment thereof.

The Registered Shareholder hereby directs the proxyholder to vote the securities of the Corporation recorded in the name of the Registered Shareholder as specified herein.

The undersigned Registered Shareholder hereby revokes any proxy previously given to attend and vote at this Meeting.

SIGN HERE: _____

Please Print Name: _____

Date: _____

Number of Shares Represented by Proxy: _____

(If the number of shares represented by this Proxy form is not indicated by the Registered Shareholder, then it shall be deemed to represent that number indicated on the affixed label.)

THIS PROXY FORM IS NOT VALID UNLESS IT IS SIGNED. IF THIS PROXY IS NOT DATED, IT WILL BE DEEMED TO BE DATED.

SEE IMPORTANT INFORMATION AND INSTRUCTIONS ON REVERSE.

Resolutions (For full details of each item, please see the enclosed Notice for this Meeting dated May 13, 2013, and Management Information Circular also dated May 13, 2013)

| | For | Against | Withhold |
|---|-----|---------|----------|
| 1. To set the number of Directors at five (5) | | | N/A |
| 2. To elect as director, Wojtek A. Wodzicki | | N/A | |
| 3. To elect as director, William A. Rand | | N/A | |
| 4. To elect as director, Lukas H. Lundin | | N/A | |
| 5. To elect as director, Paul K. Conibear | | N/A | |
| 6. To elect as director, David F. Mullen | | N/A | |
| 7. To reappoint PricewaterhouseCoopers LLP, Chartered Accountants, as the auditor of the Corporation for the ensuing year and authorize the directors to fix their remuneration. | | N/A | |
| 8. To consider, and if thought fit, to pass an ordinary resolution to confirm an amendment to the Corporation's by-laws to incorporate advance notice provisions with respect to the election of directors of the Corporation, as more particularly described in the accompanying Information Circular. | | | N/A |
| 9. To transact such other business as may properly come before the Meeting or any adjournment thereof. | | | N/A |

INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This Proxy is solicited by the management of the Corporation (“Management”).**
2. **If you are a Registered Shareholder and you wish to attend the Meeting to vote on the resolutions in person**, please register your attendance with the Corporation's scrutineers at the Meeting.
3. **If you cannot attend the Meeting but wish to vote on the resolutions, you can appoint another person**, who need not be a shareholder of the Corporation, to vote according to your instructions. To appoint someone other than the designees of Management named, please insert your appointed proxyholder's name in the space provided, sign and date and return the form of proxy. Where you do not specify a choice on a resolution shown on the form of proxy, this proxy confers discretionary authority upon your appointed proxyholder.
4. **If you cannot attend the Meeting but wish to vote on the resolutions and to appoint one of the Management appointees named**, please leave the wording appointing a nominee as shown, sign and date and return the form of proxy. Where you do not specify a choice on a resolution shown on the form of proxy, a nominee of Management acting as proxyholder will vote the securities as if you had specified an affirmative vote.
5. **The securities represented by this proxy will be voted or withheld from voting in accordance with your instructions** on any ballot of a resolution that may be called for and, if you specify a choice with respect to any matter to be acted upon, the securities will be voted accordingly. With respect to any amendments or variations in any of the resolutions shown on the proxy, or any other matters which may properly come before the Meeting, the securities will be voted by the appointed nominee as he or she in their sole discretion sees fit.
6. If you vote on the resolutions and return your form of proxy, you may still attend the Meeting and vote in person should you later decide to do so. To attend the Meeting and vote, you must revoke your former proxy. If you are a Registered Shareholder and you wish to revoke your proxy, you may do so by depositing a letter to that effect and delivering it to **Canadian Stock Transfer Company Inc., acting as Administrative Agent for CIBC Mellon Trust Company, at P.O. Box 721 Agincourt, Ontario, M1S 0A1 or via Fax to (416) 368-2502**, at any time up to and including the last business day preceding the day of the Meeting, or to the Chairman of the Meeting on the day of the Meeting.
7. **In order to be entitled to vote or to have its shares voted at the Meeting, a shareholder which is a corporation (a "Corporate Shareholder") must** either (a) attach a certified copy of the directors' resolution authorizing a representative to attend the Meeting on the Corporate Shareholder's behalf, or (b) attach a certified copy of the directors' resolution authorizing the completion and delivery of the proxy. Only a Corporate Shareholder of record on May 13, 2013, the authorized representative of which attends the Meeting pursuant to a certified copy of the directors' resolution authorizing such representative, or which has completed and delivered a proxy as authorized by a certified directors' resolution, in the manner and subject to the provisions set forth herein, will be entitled to vote or to have its shares voted at the Meeting.

To be represented at the Meeting, this proxy must be received by **Canadian Stock Transfer Company Inc., acting as Administrative Agent for CIBC Mellon Trust Company**, via mail at **P.O. Box 721 Agincourt, Ontario, M1S 0A1** or by fax to **(416) 368-2502 no later than forty eight (48) hours** (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.