



ADVANCE NOTICE POLICY
(Adopted by the Board of Directors on April 7, 2026)

NG ENERGY INTERNATIONAL CORP.
(the “Corporation”)

I. INTRODUCTION

The Corporation is committed to: (i) facilitating an orderly and efficient annual general or, where the need arises, special meeting, process; (ii) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allowing shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

The purpose of this Advance Notice Policy (the “**Policy**”) is to provide shareholders, directors and management of the Corporation with a clear and transparent framework for nominating directors. This Policy fixes a deadline by which shareholders of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

It is the position of the Corporation that this Policy is in the best interests of the Corporation, its shareholders and other stakeholders.

II. NOMINATIONS OF DIRECTORS

1. Only persons who are nominated in accordance with the procedures set out in this Policy shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board of directors of the Corporation may be made at any annual general meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:
 - (a) by or at the direction of the board of directors, including pursuant to a notice of meeting;
 - (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the *Business Corporations Act* (British Columbia) or pursuant to a requisition of the shareholders made in accordance with the *Business Corporations Act* (British Columbia); or
 - (c) by any shareholder:
 - (i) who, at the close of business on the date of the giving of the notice provided for below in this Policy and on the record date for notice of such meeting, is entered in the central securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting on the election of directors (a “**Nominating Shareholder**”); and
 - (ii) who complies with the notice procedures set forth in this Policy.
2. In addition to any other requirements under applicable laws, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof (in accordance with this Policy) and in proper written form (in accordance with this Policy) to the corporate secretary of the Corporation at the principal executive offices of the Corporation.

3. To be timely, a Nominating Shareholder's notice to the Corporation must be made:

(a) in the case of an annual general meeting,

- (i) subject to (ii) below, not less than thirty (30) nor more than sixty-five (65) days prior to the first anniversary date of the Corporation's immediately preceding annual general meeting of shareholders; or
- (ii) for any annual general meeting that is called for a date that is not within thirty (30) days before or sixty-five (65) days after the first (1st) anniversary date of the Corporation's immediately preceding annual general meeting of shareholders, not less than thirty (30) nor more than sixty-five (65) days prior to the date of the annual general meeting of shareholders;

provided, however, in the event that the annual general meeting of shareholders is to be held on a date that is less than fifty (50) days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual general meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and

(b) in the case of a special meeting (which is not also an annual general meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

Notwithstanding the provisions of this Policy, in no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described above.

4. To be in proper written form, a Nominating Shareholder's notice to the Corporation must set forth:

- (a) if the Nominating Shareholder is not the beneficial owner of the shares, the identity of the beneficial owner and the number of shares held by that beneficial owner;
- (b) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:
 - (i) the name, age and address of the person;
 - (ii) the principal occupation or employment of the person;
 - (iii) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and
 - (iv) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular or other filings to be made in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* (British Columbia) and applicable securities laws; and
 - (v) as to the Nominating Shareholder giving the notice, any proxy, contract, agreement, arrangement, understanding or relationship pursuant to which such Nominating

Shareholder has a right to vote any shares of the Corporation on the election of directors and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular or other filings to be made in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* (British Columbia) and applicable securities laws.

The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation in accordance with applicable securities laws and the rules of any stock exchange on which the securities of the Corporation are then listed for trading or that could be material to a reasonable shareholder's understanding of such independence, or lack thereof, of such proposed nominee.

5. Except as otherwise provided by the special rights or restrictions attached to the shares of any class or series of the Corporation, no person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Policy; provided, however, that nothing in this Policy shall be deemed to preclude discussion by a shareholder or proxy holder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the *Business Corporations Act* (British Columbia). The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded. A duly appointed proxy holder of a Nominating Shareholder shall be entitled to nominate at a meeting of shareholders the directors nominated by the Nominating Shareholder, provided that all of the requirements of this Policy have been satisfied.
6. For purposes of this Policy, "public announcement" shall mean disclosure in a news release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its issuer profile on the System for Electronic Data Analysis and Retrieval+ at www.sedarplus.ca.
7. Notice given to the secretary of the Corporation pursuant to this Policy may only be given by personal delivery or facsimile transmission (at such contact information as set out on the Corporation's issuer profile on the System for Electronic Data Analysis and Retrieval+), and shall be deemed to have been given and made only at the time it is served by personal delivery to the secretary of the Corporation at the principal executive offices of the Corporation or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or transmission is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or transmission shall be deemed to have been made on the next following day that is a business day.
8. Notwithstanding the foregoing, the board of directors may, in its sole discretion, waive any requirement in this Policy.

III. APPROVAL

This Policy was approved by the board of directors of the Corporation on April 7, 2026.