



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Sphinx Resources Ltd. (the “**Corporation**”) will be held at the offices of Osler, Hoskin & Harcourt LLP, 1000 De La Gauchetière Street West, Suite 2100, Montréal, Québec, H3B 4W5 at 1:30 p.m. (Eastern time) on Thursday, August 27, 2015, for the following purposes:

1. to receive the audited financial statements of the Corporation for the fiscal year ended February 28, 2015, together with the auditor’s report thereon;
2. to elect directors for the ensuing year;
3. to appoint PricewaterhouseCoopers LLP as the auditor for the Corporation and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, to adopt, with or without variation, a resolution to confirm, ratify and approve the By-laws (the “**Resolution to Approve the By-Laws**”);
5. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders of record as of 5:00 p.m. (Eastern time) on July 22, 2015 are entitled to vote at the Meeting either in person or by proxy. If you are a registered Shareholder and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and deposit it with Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, or by fax at (416) 263-9524 or 1-866-249-7775, not later than 1:30 p.m. (Eastern time), on August 25, 2015 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date of any adjournment or postponement of the Meeting. If you are a non-registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by such broker or other intermediary.

**DATED** at Montréal, Québec, the 22<sup>nd</sup> day of July 2015.

**BY ORDER OF THE BOARD OF DIRECTORS OF THE CORPORATION**

*(s) Normand Champigny*  
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Normand Champigny  
President and Chief Executive Officer