IGC RESOURCES INC.
1058 Canyon Blvd.
North Vancouver, BC V7R 2K4

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

The 2015 Annual General and Special Meeting of the shareholders of IGC Resources Inc. (the "**Company**") will be held at #700 – 595 Burrard Street, Vancouver, British Columbia, on **Thursday, April 9, 2015** at **9:00a.m.** (Vancouver Time) for the following purposes:

1. To receive the Company's audited financial statements for the financial year ended July 31, 2014 and the auditor's report and management's discussion and analysis thereon;

2. To appoint an auditor for the next year and to authorize the directors to fix the auditor's remuneration;

3. To determine the number of directors and to elect directors;

4. To approve, by special resolution, the adoption of new articles for the Company, as more particularly set out in the accompanying Information Circular;

5. To approve, by special resolution, the consolidation of the Company's share capital, as more particularly set out in the accompanying Information Circular;

6. To approve, by ordinary resolution, the Company's rolling stock option plan, as more particularly set out in the accompanying Information Circular;

7. To approve, by ordinary resolution, a transfer of the Company's stock exchange listing to the Canadian Securities Exchange; and

8. To transact any other business that may properly come before the meeting and any adjournment thereof.

An Information Circular and a form of Proxy accompany this Notice. The Information Circular provides additional information relating to the matters to be dealt with at the meeting and forms part of this Notice.

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxyholder to attend and vote in his, her or its place. If you are unable to attend the meeting or any adjournment in person, please read the Notes accompanying the enclosed form of Proxy and then complete, sign, and date the Proxy and return it within the time and to the location set out in the Notes. The Company's management is soliciting the enclosed form of Proxy but, as set out in the Notes, you may amend the Proxy if you wish by striking out the names listed and inserting in the space provided the name of the person you want to represent you at the meeting. Please advise the Company of any change in your address.

DATED at Vancouver, British Columbia, this 5th day of March, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

"*Clive Hartz*" Chief Executive Officer