

**FEC RESOURCES INC.**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the shareholders of FEC Resources Inc. (the "**Company**") will be held at 2620 – 32<sup>nd</sup> Avenue N.E., Calgary, Alberta, on October 11, 2011, at the hour of 1:00 P.M., Mountain time, for the following purposes:

1. To receive and consider the report of the directors to the shareholders and the consolidated financial statements of the Company together with the Auditors' Report thereon for the financial year ended December 31, 2010;
2. To appoint the auditors for the ensuing year and to authorize the directors fix the remuneration to be paid to the auditors;
3. To set the number of directors at eight (8) and to elect directors for the ensuing year;
4. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

DATED at Calgary, Alberta on September 6, 2011.

By Order of the Board of Directors

Signed (Carlo Pablo)  
Chairman

## IMPORTANT

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying this notice and are incorporated by reference herein.

IF YOU ARE UNABLE TO ATTEND IN PERSON, PLEASE FILL IN, SIGN AND RETURN THE ENCLOSED INSTRUMENT OF PROXY IN THE ENVELOPE PROVIDED FOR THAT PURPOSE. PROXIES ARE BEING SOLICITED BY THE MANAGEMENT OF THE COMPANY. SHAREHOLDERS OF THE COMPANY WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON ARE REQUESTED TO COMPLETE, DATE AND SIGN THE ENCLOSED FORM OF PROXY AND TO MAIL IT TO COMPUTERSHARE INVESTOR SERVICES, 510 BARRARD STREET, VANCOUVER, B.C. V6C 3B9.

**In order to be effective, forms of proxy must be returned to the aforesaid address not less than 48 hours before the time set for the holding of the meeting or any adjournment thereof. Pursuant to the *Canada Business Corporations Act*, a record date for the Meeting has been set for September 6, 2011 and shareholders of record on the record date are entitled to receive notice of and to vote at the meeting, unless after that date a shareholder of record transfers his shares and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that he owns such shares, demands at any time not later than ten (10) days prior to the meeting that the transferee's name be included in the list of shareholders entitled to vote, in which case such transferee is entitled to vote such shares at the meeting. In accordance with National Instrument 54-101, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the common shares held of record by such persons and the company may reimburse such persons for reasonable fees and disbursements incurred by them in doing so.**

**SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT INSTRUMENTS OF PROXY IS AT THE SHAREHOLDER'S RISK.**