

TVI PACIFIC INC.
2000, 736 - 6th Avenue SW
Calgary, Alberta T2P 3T7

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Thursday, May 26, 2011

TAKE NOTICE that the Annual and Special Meeting (the "**Meeting**") of the shareholders of TVI Pacific Inc. (the "**Corporation**" or "**TVI**") will be held in the Royal Room of The Metropolitan Conference Centre, 333 – 4th Avenue SW, Calgary, Alberta, on Thursday, May 26, 2011 at 3:00 p.m. for the following purposes:

- (a) to receive the consolidated financial statements of the Corporation as at and for the year ended December 31, 2010 and the report of the auditors thereon;
- (b) to consider and, if thought fit, approve an ordinary resolution fixing the number of directors to be elected at the Meeting at eight;
- (c) to elect the directors of the Corporation for the ensuing year;
- (d) to re-appoint auditors for the ensuing year and to authorize the directors to fix the auditor's remuneration;
- (e) to consider and, if thought fit, approve a special resolution authorizing an amendment to the Articles of the Corporation to permit the appointment of additional directors between annual meetings of the shareholders of the Corporation; and
- (f) to transact such other business as may properly come before the Meeting or any adjournment thereof.

Information relating to items (b) through (e) above is set out in the accompanying Management Proxy Circular.

A shareholder may attend the Meeting in person or may be represented at the Meeting by a proxyholder. Shareholders who are unable to attend the Meeting in person are requested to date, sign and return the accompanying Instrument of Proxy, or other appropriate form of proxy, in accordance with the instructions set out in the accompanying Management Proxy Circular. **An Instrument of Proxy will not be valid unless it is deposited at the offices of Computershare Trust Company of Canada (Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1) or sent to Computershare Trust Company of Canada by facsimile (at (416) 263-9524 or 1-866-249-7775), not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxyholder need not be a shareholder of the Corporation.**

Only persons registered as holders of common shares of the Corporation as of the close of business (Calgary time) on April 8, 2011 are entitled to receive notice of the Meeting.

DATED at Calgary, Alberta, this 26th day of April, 2011.



Clifford M. James
President and Chief Executive Officer