

## INDUS HOLDINGS, INC.

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of shares (“**Shares**”) of Indus Holdings, Inc. (“**Indus**” or the “**Corporation**”) will be held at Odyssey Trust Company, 67 Yonge St., Suite 702, Toronto, Ontario, M5E 1J8, at 8:30 a.m. (Eastern time), on October 22, 2020 for the following purposes:

1. to set the number of directors of the Corporation for the ensuing year at seven (7), subject to permitted increases under the articles of the Corporation or otherwise;
2. to elect the directors of the Corporation for the ensuing year;
3. to receive and consider the annual audited consolidated financial statements of the Corporation for the financial year ended December 31, 2019, together with the auditor’s report thereon;
4. to appoint GreenGrowth CPAs as the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix their remuneration;
5. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Particulars of the foregoing matters are set forth in the management information circular for the Meeting dated September 22, 2020 (the “**Circular**”). The board of directors of the Corporation has fixed the close of business on September 22, 2020 as the record date for the determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Shareholders whose names have been entered in the register of shareholders as of the close of business on September 22, 2020 will be entitled to receive notice of, and to vote at, the Meeting.

**Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Circular under the heading “General Proxy Information”. Only registered Shareholders, or the persons appointed as their proxies, are entitled to vote at the Meeting. For information with respect to Shareholders who own their Shares through an intermediary, see “General Proxy Information – Non-Registered Shareholders” in the Circular.**

**Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. The Corporation’s transfer agent, Odyssey Trust Company, must receive your proxy no later than October 20, 2020 at 8:30 a.m. (Eastern time), or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) before any adjourned or postponed Meeting. You must send your proxy to the Corporation’s transfer agent by either using the envelope provided or by mailing the proxy to Odyssey Trust Company 67 Yonge St., Suite 702, Toronto, Ontario, M5E 1J8 (Attention: Proxy Department). You may also vote on the internet by going to <https://odysseytrust.com/login/> and clicking on VOTE and following the instructions. You will need your control number located on the form of proxy. If you wish to vote on the internet, you must do so no later than October 20, 2020 at 8:30 a.m. (Eastern time). If you vote using any other method, your proxy must be received by Odyssey Trust Company no later than October 20, 2020 at 8:30 a.m. (Eastern time).**

If you are a non-registered Shareholder (for example, if you hold Shares in an account with a broker or another intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your broker or intermediary or call your broker or intermediary for information as to how you can vote your Shares. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. Therefore, each non-registered Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting. Note that the deadlines set by your broker or intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above.

Shareholders should follow the instructions on the forms they receive and if they have any questions contact their intermediaries or Odyssey Trust Company, the Corporation's transfer agent, toll free within North America at 1.800.517.4553 or at 1.587.885.0960 outside of North America.

**DATED** this 22nd day of September, 2020.

**BY ORDER OF THE BOARD**

*(Signed) "Mark Ainsworth"*  
Chief Executive Officer