

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON TUESDAY, DECEMBER 10, 2013

NOTICE is hereby given that a special meeting (the “**Meeting**”) of the holders of common shares in the capital of SUSTAINCO INC. (the “**Company**”) will be held at the offices of Stikeman Elliott LLP, Commerce Court West, 199 Bay Street, Toronto, Ontario on **Tuesday, December 10, 2013** at 10:00 a.m. (Toronto time) for the following purposes:

1. to consider and, if thought appropriate, to pass a resolution to confirm the repeal of By-Law No. 1 of the Company, being a by-law relating generally to the business and affairs of the Company, and to confirm the adoption of By-Laws Nos. 2 and 3, being a by-law relating generally to the business and affairs of the Company and a by-law relating to advance notice with respect to the nomination of directors, respectively, the full text of which resolution is set out in Appendix A to the accompanying management information circular;
2. to consider and, if thought appropriate, to pass a special resolution pertaining to the sale of all of the issued and outstanding shares of Urban Mechanical Contracting Ltd. (“**Urban Mechanical**”) held by the Company, representing substantially all of the assets of the Company, the full text of which resolution is set out in Appendix B to the accompanying management information circular, in accordance with the *Canada Business Corporations Act* (the “**CBCA**”) and the requirements of the TSX Venture Exchange; and
3. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

You are entitled to receive notice of and vote at the Meeting or any adjournment of the meeting if you were a common shareholder of the Company on the record date, which the board of directors has fixed as October 31, 2013.

As a shareholder of the Company, it is very important that you read this material carefully and then vote your shares, either by proxy or in person at the meeting.

This notice is accompanied by a form of proxy and management information circular. Reference should be made to the circular, which provides information relating to the matters to be dealt with at the Meeting and forms part of this notice.

If you are not able to be present at the Meeting, please exercise your right to vote by signing and returning the enclosed form of proxy to the offices of Equity Financial Trust Company, 200 University Avenue, Suite 300, Toronto, ON M5H 4H1, not later than 48 hours (excluding Saturdays, Sundays and holidays) preceding the date of the Meeting or any adjournment thereof. Proxies may also be sent by facsimile to 416-595-9593 (outside Canada and the United States) or by internet in accordance with the instructions set out in management information circular and the form of proxy accompanying this notice.

DATED at Toronto, Ontario as of this Wednesday, November 6, 2013.

BY ORDER OF THE BOARD OF
DIRECTORS

Signed "*Emlyn J. David*"
Emlyn J. David
President, Chief Executive Officer, Chair,
Corporate Secretary & Director

Pursuant to section 190 of the CBCA, shareholders of the Company are entitled to exercise rights of dissent in respect of the proposed sale of the shares of Urban Mechanical and, if such sale becomes effective, to be paid the fair value for such shareholder's shares. Shareholders wishing to dissent with respect to such sale must send a written objection to the registered office of the Company, addressed to SustainCo Inc., 151 Bloor Street West, Toronto, Ontario, M5S 1S4, Attention: Investor Relations, at or prior to the time of the Meeting in order to be effective. Persons who are beneficial owners of common shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered shareholders are entitled to dissent. Accordingly, a beneficial owner of common shares desiring to dissent should make arrangements for the registered holder of his, her or its common shares to dissent on his, her or its behalf. Alternatively, a beneficial owner of common shares desiring to dissent directly should make arrangements for the common shares beneficially owned by such person to be re-registered in his, her or its name prior to the time the written objection to the sale transaction is required to be received by the Company. See "Rights of Dissent to the Transaction" in the management information circular for a description of a shareholder's right to dissent. Failure to strictly comply with the requirements set forth in section 190 of the CBCA may result in the loss of any right of dissent.