

SUSTAINCO INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that an annual and special meeting (the “**Meeting**”) of the holders of common shares in the capital of **SUSTAINCO INC.** (the “**Corporation**”) will be held at the offices of SustainCo Inc., 151 Bloor Street West, Suite 1100, Toronto, Ontario, M5S 1S4 on Wednesday, February 25, 2015 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended August 31, 2014, the auditors’ report thereon, and the annual report of management to the shareholders;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix the auditors’ remuneration;
4. to consider, and, if deemed appropriate, to pass, an ordinary resolution approving the Stock Option Plan of the Corporation;
5. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

This notice is accompanied by a form of proxy, management information circular (the “**Circular**”), the audited financial statements of the Corporation for the financial year ended August 31, 2014. 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 TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, ON M5H 4H1, not later than 24 hours (excluding Saturdays, Sundays and holidays) preceding the date of the Meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on January 26th, 2015 as the record date for the determination of holders of common shares of the Corporation entitled to notice of the Meeting or any adjournment thereof.

DATED at Toronto, Ontario this January 26, 2015.

BY ORDER OF THE BOARD

“Emlyn J. David”

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