

# SUSTAINCO INC.

## NOTICE OF ANNUAL AND SPECIAL SHAREHOLDER MEETING

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders of common shares of SustainCo Inc. (the “**SustainCo**” or the “**Company**”) will be held on Friday, April 1, 2016 at 10:00 a.m. (Eastern Time) at 1103-44 Victoria Street, Toronto ON, M5C 1Y2 for the following purposes:

1. to receive the annual audited consolidated financial statements of the Company for the financial year ended August 31, 2015, together with the report of the auditor thereon;
2. to elect directors of the Company to hold office until the close of the next annual meeting of the shareholders of the Company or until their successors shall be elected or appointed;
3. to re-appoint the auditor of the Company, to hold office until the close of the next annual meeting of the shareholders of the Company or until a successor is appointed, and to authorize the directors of the Company to fix the remuneration of the auditor;
4. to re-approve the Company’s 10% rolling stock option plan;
5. to consider and, if thought advisable, to pass an ordinary resolution, the full text of which is set out in the Circular, to approve a deferred share unit plan for the Company;
6. to consider and, if deemed appropriate, pass a special resolution authorizing an amendment to the articles of the Company providing that the Company’s issued and outstanding common shares be consolidated on the basis of one (1) post-consolidation common share for up to every twenty (20) existing common shares, as more fully described in the accompanying management information circular; and
7. considering other business that may properly come before the Meeting or any adjournment thereof.

The record date for determining the shareholders entitled to receive notice of and vote at the Meeting is the close of business (5:00 p.m. (Toronto time)) on February 29, 2016 (the “**Record Date**”). Only shareholders whose names have been entered in the register of SustainCo shareholders as of close of business on the Record Date are entitled to receive notice of and vote at the Meeting.

Registered shareholders may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting, or any adjournment or postponement thereof, in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the form of proxy must be received by SustainCo’s transfer agent Equity Financial Trust Company at its offices at 200 University Avenue, Suite 300, Toronto, ON, M5H 4H1 (according to the instructions on the proxy), not less than forty-eight (48) hours (other than a Saturday, Sunday or holiday) immediately preceding the date of the Meeting (as it may be adjourned or postponed from time to time).

If you are a nonregistered holder of common shares and have received these materials through your broker or through another intermediary, please follow the instructions set out in the voting instruction form or other instructions received from the financial intermediary to ensure that your common shares will be voted at the Meeting.

Dated this 10<sup>th</sup> day of March, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

*“Emlyn J. David”*

Emlyn J. David

President, Chief Executive Officer, Chair,  
Corporate Secretary & Director