

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 ("**Common Shares**") of SustainCo Inc. (the "**SustainCo**" or the "**Company**") will be held on November 10, 2020 at 10:00 a.m. (Eastern Time) at the offices of Foundation Markets Inc., 77 King Street West, Suite 2905, Toronto ON, M5K 1H1 for the following purposes:

1. to receive the annual audited consolidated financial statements of the Company for the financial year ended August 31, 2019, 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 deemed advisable, to approve an ordinary resolution approving the conversion of certain Convertible Debentures and Warrants, the details of which are contained under the heading "Approval of the Conversion Resolution" in the accompanying Information Circular;
6. to consider and, if deemed advisable, to approve an amendment to the Articles of the Company to change the name of SustainCo to "Universal PropTech Inc.", the details of which are contained under the heading "Approval of the Articles Resolution" in the accompanying Information Circular; and
7. to consider 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 October 2, 2020 (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.

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.

The Company is actively monitoring the ongoing COVID-19 situation and is sensitive to public health concerns and protocols put in place by federal, provincial and municipal governments. The Company will be severely restricting physical access to the Meeting and only registered shareholders and formally appointed proxyholders will be allowed to attend. In order to comply with government orders concerning maximum size of public gatherings and required physical distancing parameters, the Company may be unable to admit shareholders to the Meeting. The Company strongly encourages registered shareholders and proxyholders not to attend the Meeting in person, and Shareholders are encouraged to vote using one of the methods described in the accompanying management information circular. To further mitigate the risk of the spread of the virus, the Meeting will be audio-cast live at 10:00 a.m. (Toronto time) on November 10, 2020 and can be accessed by conference call at 1-866-332-3747 (Participant Code:1660613). This call will be listen-only and shareholders will not be able to vote or speak at, or otherwise participate in the Meeting via the conference call. Given the restrictions in place, the Company's board of directors and auditors do not plan to attend the Meeting in person. Management will not be making an investor presentation at the Meeting.

Shareholders 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 TSX Trust Company at its offices at 301-100 Adelaide St. W., Toronto, ON, M5H

4H1 (according to the instructions on the proxy), not less than 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).

DATED this 2nd day October, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"Chris Hazelton"

Chris Hazelton

President, Chief Executive Officer & Director