

CDN MSOLAR CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders (the “**CMS Shareholders**”) of CDN MSOLAR CORP. (the “**Company**”) will be held at the offices of Remedios & Company, 1010 The Burrard Building, 1030 West Georgia Street, Vancouver, British Columbia on December 18, 2014 at 11 a.m. for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended March 31, 2014, together with the auditors’ report thereon.
2. To appoint the auditors for the Company.
3. To fix the number of directors and to elect directors for the ensuing year.
4. To approve the Stock Option Plan for the Company, as more fully set forth in the Information Circular accompanying this Notice of Meeting.
5. To transact such other business as may properly be brought before the Meeting.

Information relating to the matters to be brought before the Meeting is set forth in the Information Circular accompanying this Notice of Meeting.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying the Notice and the Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only CMS Shareholders of record at the close of business on November 17, 2014, will be entitled to receive notice of and vote at the Meeting.

Registered CMS Shareholders unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy and deliver it in accordance with the instructions set out in the proxy and in the Circular. If you are a non-registered CMS Shareholder and receive the materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your shares of the Company not being voted at the Meeting.

Dated at Vancouver, British Columbia, this 17th day of November, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

“Lin Hoi Yu”

Lin Hoi Yu

President