

# **DUNDEE SUSTAINABLE TECHNOLOGIES INC.**

## **NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**NOTICE (the “Notice”) IS HEREBY GIVEN that the Annual Meeting of Shareholders (the “Meeting”) of DUNDEE SUSTAINABLE TECHNOLOGIES INC. (the “Corporation”), for the year ended December 31, 2014, will be held on Thursday, May 14, 2015 at 11:00 a.m. (local time), at the head office of the Corporation, 600 de Maisonneuve West, Suite 2750, Montréal, Québec for the following purposes:**

- (a) TO receive the audited consolidated financial statements of the Corporation for the years ended December 31, 2014 and 2013 and the auditor’s report thereon;
- (b) TO elect directors of the Corporation;
- (c) TO appoint the auditors of the Corporation and to authorize the directors to fix their remuneration; and
- (d) TO transact such other business as may properly be brought before the Meeting, or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying the Notice, which is supplemental to and expressly made part of this Notice.

A Proxy Form is enclosed herewith. Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed Proxy Form to Computershare Investor Services Inc., Attention Proxy Department by mail or personal delivery to 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 or by fax to 1-866-249-7775, in either case, prior to 5:00 p.m. (Toronto time) on May 12, 2015 or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to such adjourned or postponed meeting. Non-registered Shareholders receiving these materials through their broker or other intermediary should complete and return the voting instruction form provided to them by their broker or other intermediary in accordance with the instructions provided therein.

DATED at Montréal, Québec, this 15<sup>th</sup> day of April 2015

**BY ORDER OF THE BOARD OF DIRECTORS**

(s) *Luce L. Saint-Pierre*

Luce L. Saint-Pierre, Corporate Secretary