

**NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS OF
DUNDEE SUSTAINABLE TECHNOLOGIES INC.**

TAKE NOTICE that an Annual Meeting of Shareholders (the “**Meeting**”) of **DUNDEE SUSTAINABLE TECHNOLOGIES INC.** (the “**Corporation**”) will be held at 11 a.m. (Eastern Time) on June 21, 2017 at 1002 Sherbrooke West, suite 2060, Montreal, Québec. The purposes of the meeting are to:

1. receive and consider the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2016 and the auditors’ report thereon;
2. elect directors;
3. appoint auditors and authorize the directors to fix their remuneration; and
4. transact such other business as may properly be brought before the Meeting.

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, 8th 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 June 19, 2017 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 23rd day of May 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(s) *Luce L. Saint-Pierre*

Luce L. Saint-Pierre, Corporate Secretary