

DUNDEE SUSTAINABLE TECHNOLOGIES INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON FRIDAY, JULY 5, 2019

TAKE NOTICE that an Annual and Special Meeting of the Shareholders (the “**Meeting**”) of **DUNDEE SUSTAINABLE TECHNOLOGIES INC.** (the “**Corporation**”) will be held at 11 a.m. (Eastern Time) at the offices of the Corporation, 1002 Sherbrooke Street West, Suite 2060, Montréal, Québec on Friday, July 5, 2019 for the following purposes:

1. To receive the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2018 and the auditors’ report thereon;
2. To elect six directors;
3. To appoint PricewaterhouseCoopers, LLP, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. To consider and, if deemed advisable, to adopt a resolution approving the Stock Option Plan of the Corporation;
5. To consider and, if deemed advisable, to adopt a special resolution authorizing the amendment of the Articles of the Corporation to change the corporate name of the Corporation;
6. To consider and, if deemed advisable, to adopt a special resolution authorizing the amendment of the Articles of the Corporation to effect a consolidation of all of the issued and outstanding Subordinate Voting Shares and Multi-Voting Shares of the Corporation; and
7. To 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 this Notice and 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 July 3, 2019 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 Montreal, Quebec, this 5th day of June 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(s) *Luce L. Saint-Pierre*

Luce L. Saint-Pierre, Corporate Secretary