

BlueOcean NutraSciences Inc.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that BlueOcean NutraSciences Inc. (the “**Corporation**”) will hold its annual and special meeting of shareholders (the “**Meeting**”) at the offices of Miller Thomson LLP, Scotia Plaza, 40 King Street West, Suite 5800, Toronto, Ontario, M5H 3S1, on March 26, 2018, at 11:00 am (Toronto Time) for the following purposes:

1. to present the audited consolidated financial statements of the Corporation for the year ended December 31, 2016, and the independent auditor’s report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to re-appoint the independent auditors of the Corporation and authorize the directors to fix the auditors’ remuneration;
4. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution to re-approve the Corporation’s 10% “rolling” stock option plan, as more particularly described in the Information Circular;
5. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders approving the issuance of an aggregate of 12,989,199 Common Shares of the Corporation to certain members of management in exchange for the settlement and cancellation of certain debts of the Corporation;
6. to consider and, if deemed advisable, to approve a special resolution authorizing the Corporation to amend its articles to effect a change of name of the Corporation to CO₂ GRO Inc.; and
7. to transact any other business properly brought before the Meeting.

Holders of Common Shares are invited to attend the Meeting. Shareholders of record as at the close of business on February 23, 2018 will be entitled to notice of and to vote at the Meeting. A detailed description of the matters to be acted upon at the Meeting is set forth in the accompanying management information circular of the Corporation dated February 23, 2018 (the “**Information Circular**”). Copies of: (a) this notice of annual and special meeting of shareholders; (b) the Information Circular; and (c) a management form of proxy and instructions in relation thereto (the “**Management Proxy**”) may be obtained at the following office: BlueOcean NutraSciences Inc., 120 Adelaide Street West, Suite 2400, Toronto, Ontario, Canada, M5H 1T1, or will be sent to a shareholder without charge upon request by calling 416.637.3523. Shareholders who are unable to be present in person at the Meeting are requested to (i) sign, date and deliver the accompanying form of proxy to the Corporation’s registrar and transfer agent, Computershare Investor Services Inc., 100 University Ave., 8th Floor, Toronto, Ontario M5J 2Y1 Canada, so it is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof; or (ii) return your voting instructions as specified in the request for voting instructions delivered to you, as applicable.

DATED the 23rd day of February, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

”Michael Boyd”

Michael Boyd

Director