

CO2 GRO Inc.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that CO2 GRO 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 June 27, 2019, 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, 2018, 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 accompanying management information circular of the Corporation dated May 21, 2019 (the “**Information Circular**”);
5. to consider, and, if thought appropriate, to pass, with or without variation, an ordinary resolution to approve the proposed delisting of common shares of the Corporation (the “**Common Shares**”) from the TSX Venture Exchange and concurrent listing of the Common Shares on the Canadian Securities Exchange, as more particularly described in the Information Circular; and
6. 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 May 13, 2019 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 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: CO2 GRO Inc., c/o Miller Thomson LLP, Scotia Plaza, 40 King Street West, Suite 5800, PO Box 1011, Toronto, Ontario, M5H 3S1, or will be sent to a shareholder without charge upon request by calling 888.496.1283. 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 this 21st day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“Michael Boyd”

Michael Boyd

Chair of the Board of Directors