



CHEMISTREE TECHNOLOGY INC.
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**NOTICE OF EXTRAORDINARY MEETING OF DEBENTURE HOLDERS TO BE HELD ON
NOVEMBER 30, 2021**

NOTICE IS HEREBY GIVEN that the extraordinary meeting (the “**Meeting**”) of holders (“**Debentureholders**”) of the 10% senior unsecured convertible debentures (“**Debentures**”) of Chemistree Technology Inc. (the “**Company**”) will be held on November 30, 2021 at 9:00 a.m. (Vancouver time) at the offices of Blake, Cassels & Graydon LLP, located at Suite 2600, Three Bentall Centre, 595 Burrard Street, Vancouver, British Columbia, for the following purposes:

1. to consider and, if deemed appropriate, to adopt, with or without amendment, an extraordinary resolution (the “**Extraordinary Resolution**”), the full text of which is set forth in Appendix “A” to the management information circular dated November 9, 2021 (the “**Circular**”), approving amendments (the “**Debenture Amendments**”) to the trust indenture between the Company and Odyssey Trust Company (“**Trustee**”) dated as of March 29, 2019 (“**Indenture**”) governing the Debentures to:
 - a) extend the maturity date of the Debentures from March 29, 2022, to March 29, 2024; and
 - b) after December 31, 2021, authorize the Company, in its sole discretion, to pay the interest due on the Debentures in cash or through the issuance of its Common Shares at the market price of the Common Shares in effect on the date of the common share interest payment election notice.
2. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The Company intends to hold the Meeting in person. **However, in light of the COVID-19 pandemic, we strongly encourage Debentureholders to vote in advance of the Meeting rather than appearing in person, or appointing an alternate proxyholder to attend the Meeting in person.** If any Debentureholder or proxyholder does wish to attend the Meeting in person, please note that COVID-19 protocols will be applied to the Meeting. The Company may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 pandemic. In the event that it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting, which may include holding the Meeting entirely by electronic means, telephone or other communication facilities.

The board of directors of the Company (the “**Board**”) has fixed October 29, 2021, as the record date (the “**Record Date**”) for determination of Debentureholders entitled to receive notice of the Meeting. Only Debentureholders of record at the close of business on the Record Date who either attend the Meeting or any adjournment thereof personally or complete, sign and deliver a Proxy in the manner and subject to the provisions described above will be entitled to vote at the Meeting or any adjournment thereof.

To be valid, any proxies must be received by Odyssey Trust Company by not later than 9:00 a.m. (Vancouver time) on November 26, 2021, 2021 or forty-eight (48) hours (exclusive of Saturdays, Sundays and statutory holidays in the Province of British Columbia) prior to the time of any postponement(s) or adjournment(s) of the Meeting. See “General Proxy Information” in the Circular. The time limit for the deposit of proxies may be waived or extended by the Trustee in its discretion without notice, subject only to any limitations under the Indenture.

The Extraordinary Resolution will be binding on all Debentureholders if approved:

- At the Meeting, by the holders of at least 66⅔% of the principal amount of the Debentures present in person or by proxy at the Meeting, or any adjournment thereof; or
- In writing, by the holders of at least 66⅔% of the outstanding principal amount of the Debentures.

Accordingly, it is important that your Debentures be represented and voted whether or not you plan to attend the Meeting in person. If the Extraordinary Resolution is validly approved by the Debentureholders in writing prior to the date of the Meeting, the Meeting will be cancelled and will not proceed. In such event, the Company will issue a press release notifying Debentureholders that the Meeting has been cancelled.

Certain of the Debentures have been issued in and the form of global certificates registered in the name of CDS & Co. and, as such for these Debentures, CDS & Co. is the registered Debentureholder. Only registered Debentureholders, or their duly appointed proxyholders, have the right to vote at the Meeting, or to appoint or revoke a proxy. In connection with Debentures held in the name of CDS & Co., CDS & Co., or its duly appointed proxyholders, may only vote the Debentures in accordance with instructions received from the beneficial Debentureholders. Beneficial Debentureholders as of the Record Date wishing to vote their Debentures at the Meeting must provide instructions to their broker or other intermediary through which they hold their Debentures in sufficient time prior to the deadline for depositing proxies for the Meeting to permit their broker or other nominee to instruct CDS & Co., or its duly appointed proxyholders, as to how to vote their Debentures at the Meeting.

DATED at Vancouver, British Columbia, this 9th day of November, 2021.

BY ORDER OF THE BOARD

“Karl Kottmeier”

Karl Kottmeier
President