

## CLEAN COMMODITIES CORP.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual general and special meeting (the “**Meeting**”) of the Shareholders (the “**Shareholders**”) of Clean Commodities Corp. (the “**Corporation**”) will be held at 1055 West Hastings Street, Suite 300, Vancouver, British Columbia, on September 8, 2017 at 11:00 a.m. (PDT) for the following purposes:

1. receiving and considering the audited financial statements of the Corporation for the year ended December 31, 2016, and the report of its auditor;
2. fixing the number of directors of the Corporation at three;
3. electing directors for the ensuing year;
4. re-appointing an auditor for the ensuing year and authorizing the directors to fix the auditor’s remuneration;
5. approving the Corporation’s Stock Option Plan, as more particularly described in the accompanying Information Circular; and
6. transacting such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Information Circular contains details of matters to be considered at the Meeting under the section heading “Particulars of Matters to be Acted Upon” and is supplemental to and expressly made a part of this Notice. The Meeting will also consider any permitted amendment to, or variation of, any matter identified in this Notice and transact such other business as may properly come before the Meeting or any adjournment thereof.

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the “**Notice-and-Access Provisions**”) for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Corporation to post the Information Circular, the Corporation’s 2016 audited financial statements and the related management’s discussion and analysis, and any additional materials (collectively, the “**Meeting Materials**”) online. Shareholders will still receive this Notice of Meeting, a form of proxy and request for financial information form and may choose to receive a paper copy of the Meeting Materials.

The Corporation will not use the procedure known as ‘stratification’ in relation to the use of Notice-and- Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and- Access Provisions, which will not include a paper copy of the Meeting Materials.

**PLEASE REVIEW THE INFORMATION CIRCULAR CAREFULLY AND IN FULL PRIOR TO VOTING IN RELATION TO THE RESOLUTIONS BEING PRESENTED, AS THE INFORMATION CIRCULAR HAS BEEN PREPARED TO HELP YOU MAKE AN INFORMED DECISION ON THE MATTERS. THE INFORMATION CIRCULAR IS AVAILABLE AT**[Error! Hyperlink reference not valid.](#) **AND UNDER THE CORPORATION’S PROFILE ON SEDAR AT WWW.SEDAR.COM. ANY SHAREHOLDER WHO WISHES TO RECEIVE A PAPER COPY OF THE MEETING MATERIALS (INCLUDING THE INFORMATION CIRCULAR), SHOULD**

**CONTACT THE CORPORATION AT 815 HORNBY STREET, SUITE 605, VANCOUVER, BRITISH COLUMBIA, V6Z 2E6, BY FAX AT 1-403-800-3075, BY TELEPHONE TOLL FREE AT 1-877-769-8258 OR BY EMAIL AT [INFO@CLEANCOMMODITIES.COM](mailto:INFO@CLEANCOMMODITIES.COM). SHAREHOLDERS MAY ALSO USE THE TOLL-FREE NUMBER NOTED ABOVE TO OBTAIN ADDITIONAL INFORMATION ABOUT THE NOTICE-AND- ACCESS PROVISIONS.**

In order to ensure that a paper copy of the Meeting Materials can be delivered to a requesting Shareholder in time for such Shareholder to review the Meeting Materials and return a proxy or voting instruction form prior to the proxy deadline described hereinafter, it is strongly suggested that a Shareholder ensure their request is received no later than August 15, 2017.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is July 25, 2017 (the “**Record Date**”). Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting; provided that, to the extent a Shareholder transfers the ownership of any shares of the Corporation after such date and the transferee of those shares of the Corporation establishes that such transferee owns the shares of the Corporation and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those shares of the Corporation at the Meeting. Other than as set out in the preceding sentence, holders of shares of the Corporation who acquire those shares after the Record Date will not be entitled to vote such shares at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. If you are unable to attend the Meeting in person, please complete, date and sign the enclosed form of proxy or voting instruction form and return it, in the envelope provided, to: Proxy Department, CST Trust Company, PO Box 721, Agincourt, ON, M1S 0A1, or by fax at (416) 368-2502 (Toll Free: 1-866-781-3111 Canada & USA only), so that it is received not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment of the Meeting, failing which such votes may not be counted.

DATED this 28<sup>th</sup> day of July, 2017.

**ON BEHALF OF THE BOARD OF DIRECTORS  
OF CLEAN COMMODITIES CORP.**

*“Ryan Kalt”*

**Ryan Kalt**

Chairman & Chief Executive Officer

**Registered Shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope. If you are a non-registered Shareholder and receive this Notice of Meeting and the voting instruction form or form of proxy through your broker or through another intermediary, please complete and return the voting instruction form or form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares of the Corporation not being eligible to be voted by proxy at the Meeting.**