

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
OF POND TECHNOLOGIES HOLDINGS INC.**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Pond Technologies Holdings Inc. (the “**Corporation**”) will be held at the offices of Cassels Brock & Blackwell LLP, Suite 2100, Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3C2 at 10:00 a.m. (Toronto time) on Monday, June 17, 2019 for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2018, together with the auditors’ report thereon;
2. to fix the number of directors to be elected at the Meeting at five (5) members;
3. to consider and, if thought appropriate, to pass an ordinary resolution electing five (5) directors of the Corporation;
4. to consider and, if thought appropriate, to pass an ordinary resolution to appoint the auditors of the Corporation and to authorize the directors to fix their remuneration as such;
5. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the stock option plan of the Corporation;
6. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the Directors Deferred Share Unit Plan of the Corporation;
7. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution confirming By-Law No.2 of the Corporation previously adopted by the Board of Directors of the Corporation on March 1, 2019, which shall replace the Corporation’s existing By-Law No. 1; and
8. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the management information circular accompanying and forming part of this notice.

Shareholders who are unable to attend the Meeting in person are requested to vote by proxy. A proxy will not be valid unless it is deposited with the Corporation’s transfer agent, Computershare Trust Company of Canada (“Computershare”), (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America) or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (Toronto time) on Thursday, June 13, 2019, or, if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays) before the beginning of any adjournment of the Meeting.

**Shareholders are cautioned that the use of the mail to transmit proxies is at each Shareholder’s risk.**

The Board of Directors of the Corporation has fixed the record date for the Meeting at the close of business on May 6, 2019 (the “**Record Date**”). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such shareholder transfers shares after the Record Date and the transferee of those shares, having produced properly endorsed certificates evidencing such shares or having otherwise established that he owns such shares, demands, not later than 10 days before the Meeting, that the transferee’s name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such shares at the Meeting.

DATED at Markham, Ontario, this 15<sup>th</sup> day of May, 2019.

BY ORDER OF THE BOARD

(signed) “*Steve Martin*”

Steve Martin  
President and Chief Executive Officer