

**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 as a virtual meeting of Shareholders via teleconference, dial-in number 877-407-2991 (toll free in Canada and USA) or 201-389-0925 (outside Canada and USA) on December 9, 2020 at 10:00 am (Toronto time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2019, 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 existing stock option plan of the Corporation;
6. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving an amendment to the Directors Deferred Share Unit Plan of the Corporation to (a) increase the number of shares reserved for issuance thereunder to 1,500,000, (b) to revise the formula for calculating the number of deferred share units to be credited to a participant’s account; and (c) to amend the restriction that requires that the number of Deferred Share Units granted in the aggregate, together with any other security based compensation arrangements of the Corporation (including but not limited to any options granted under the stock option plan of the Corporation) from not exceeding 10% of the total number of shares then outstanding to not exceeding 15% of the total number of shares then outstanding.
7. 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 virtually 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. 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 December 7, 2020, 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 November 2, 2020 (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.

Given the significant uncertainty relating to the COVID-19 pandemic, its public health impact and the associated current restrictions on and the risk in attending large group gatherings, the Corporation has made arrangements to hold the Meeting as a completely virtual meeting, which will be conducted via teleconference, where all Shareholders regardless of geographic location and equity ownership will have an equal opportunity to attend the Meeting. Shareholders will not be able to attend the Meeting in person. All Shareholders are strongly

encouraged to vote prior to the Meeting by any of the means described in the accompanying management Information Circular.

DATED at Markham, Ontario, this 2nd day of November 2020.

BY ORDER OF THE BOARD

(signed) "*Grant Smith*"

Grant Smith
Chief Executive Officer