

**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 at **250 Shields Court, Unit 8, Markham, ON L3R 9W2 on June 28, 2022 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, 2021, 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 re-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 (the “**Existing Stock Option Plan**”) of the Corporation;
6. to consider, and, if thought appropriate, to pass, with or without variation, an ordinary resolution (the “**Equity Incentive Plan Resolution**”), the full text of which is set forth in the “*Equity Incentive Plan Resolution*” section of the Information Circular (as defined below), to approve the proposed new omnibus equity incentive plan (the “**Equity Incentive Plan**”) of the Corporation, which includes authorizing all unallocated options, rights and other entitlements issuable thereunder;
7. to consider, and, if thought appropriate, to pass, with or without variation, an ordinary resolution of disinterested Shareholders, to confirm and approve: (i) the cancellation of up to 4,340,000 stock options that were issued under the Existing Stock Option Plan; (ii) the subsequent issuance of up to 1,847,400 restricted share units and 35,000 deferred share units under the Equity Incentive Plan; and (iii) the deferred share units issued under the deferred share unit plan dated effective October 11, 2018 (the “**Existing DSU Plan**”) ceasing to be subject to the Existing DSU Plan and instead being subject to the Equity Incentive Plan; 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 (the “**Information Circular**”).

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. 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 June 24, 2022, 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, 2022 (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 20th day of May 2022.

BY ORDER OF THE BOARD

(signed) "*Grant Smith*"

Grant Smith
Chief Executive Officer