

BQE WATER INC.

**Annual General and Special Meeting
to be held on November 20, 2018**

**Notice of Annual General and Special Meeting
and
Information Circular**

October 16, 2018

BQE WATER INC.
250-900 Howe St. Vancouver, British Columbia, V6Z 2M4

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting of the shareholders of BQE Water Inc. (the "Company") will be held at the Company's board room, Suite 250-900 Howe Street, Vancouver, BC, on Tuesday, November 20, 2018 at 9:00 a.m. (Vancouver, British Columbia time). At the meeting, the shareholders will receive and consider resolutions to:

1. receive and consider the financial statements of the Company for the financial year ended December 31, 2017 and the report of the auditor thereon;
2. fix the number of directors of the Company at five;
3. elect directors for the Company for the ensuing year;
4. appoint the auditor of the Company for the ensuing year and authorize the directors to fix the remuneration paid to the auditor;
5. re-approve the Company's incentive stock option plan (the "Option Plan"), as described in the information circular that accompanies this notice (the "Circular") under the heading "Business of the Meeting – Re-Approval of Stock Option Plan";
6. approve a proposed amendment to the Option Plan, as described in the Circular under the heading "Business of the Meeting – Amendment of Stock Option Plan";
7. approve a consolidation of the common shares of the Company, as described in the Circular under the heading "Business of the Meeting – Share Consolidation"; and
8. transact such other business as may properly be put before the meeting.

All shareholders are entitled to attend and vote at the meeting in person or by proxy. The Board of Directors requests all shareholders who will not be attending the meeting in person to read, date and sign the accompanying proxy and deliver it to Computershare Trust Company of Canada ("Computershare"). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 by 9:00 a.m. (Vancouver, British Columbia time) on Friday, November 16, 2018 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the meeting by proxy. Only shareholders of record at the close of business on October 16, 2018 will be entitled to vote at the meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 16th day of October, 2018.

ON BEHALF OF THE BOARD

"Heman Wong"

Heman Wong

Chief Financial Officer and Corporate Secretary