

BQE WATER INC.

**Annual General Meeting
to be held on May 22, 2019**

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

April 15, 2019

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

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general 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 Wednesday, May 22, 2019 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, 2018 and the report of the auditor thereon;
2. elect directors for the Company for the ensuing year;
3. appoint the auditor of the Company for the ensuing year and authorize the directors to fix the remuneration paid to the auditor;
4. 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";
5. 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, May 17, 2019 (or, if the meeting is adjourned or postponed, 48 hours prior to such adjourned or postponed meeting, excluding Saturdays, Sundays and holidays), then the shareholder will not be entitled to vote at the meeting by proxy. Only shareholders of record at the close of business on April 15, 2019 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 15th day of April, 2019.

ON BEHALF OF THE BOARD

"Heman Wong"

Heman Wong

Chief Financial Officer and Corporate Secretary