

## CHAR TECHNOLOGIES LTD.

### **NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** the annual and special meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of Char Technologies Ltd. (the “**Corporation**”) will be held at Gracious Living Corporation, 7200 Martin Grove Road, Woodbridge, Ontario, L4L 9J3, at 10:00 a.m. (Toronto time) on March 29, 2017, for the following purposes:

1. to receive the Corporation’s audited financial statements for the year ended September 30, 2016 and 2015 together with the auditor’s report thereon;
2. to elect the board of directors (the “**Board**”) of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the Board to fix the auditor’s remuneration;
4. to re-approve the incentive stock option plan of the Corporation; and
5. to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

**The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is February 17, 2017 (the “Record Date”). Shareholders of the Corporation whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.**

A registered shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, execute and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, not later than 10:00 a.m. (Toronto time) on March 27, 2017 or if the Meeting is adjourned not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof.

The persons named in the enclosed form of proxy are each a director and/or officer of the Corporation. Every shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons designated in the enclosed form of proxy. If the shareholder wishes to appoint a person or company other than the persons whose names are designated in the form of proxy, they may do so by inserting the name of the shareholder’s chosen proxyholder in the space provided in the form of proxy.

**The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.**

**DATED** at the City of Toronto, in the Province of Ontario, this 27<sup>th</sup> day of February, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Andrew White”*

Andrew White

Chief Executive Officer