

**NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING
OF SHAREHOLDERS OF
COMET INDUSTRIES LTD.**

TAKE NOTICE that the Annual and Special General Meeting of the Shareholders of COMET INDUSTRIES LTD. (hereinafter called the "Company") will be held at 1610 - 1177 West Hastings Street, in the City of Vancouver, in the Province of British Columbia, Canada, on Wednesday, August 21, 2019 at the hour of 11:30 a.m. (local time) for the purpose of:

1. Electing Directors for the ensuing year.
2. Reappointing Manning Elliott LLP, Chartered Accountants, as the Auditors of the Company for the ensuing year, and to authorize the Directors to fix the remuneration to be paid to the Auditors.
3. Receiving and considering the Report to the Shareholders from the Board of Directors.
4. Receiving and considering audited financial statements of the Company and the Auditor's Report thereon.
5. Considering re-approval of the Company's Stock Option Plan.
6. Considering approval of Directors' actions and activities during the period since the last shareholders' meeting.
7. Transacting such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting in person are requested to date and sign the accompanying form of Proxy and to return or file it by:

- (a) mail or delivery to Computershare, 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Canada
- (b) Fax to (604) 681-0139; or
- (c) scanned email to: jonsson@securitieslaw.bc.ca
- (d) the internet pursuant to the instructions contained on the Proxy

not later than 11:30 a.m. (Vancouver local time) on Monday, August 19, 2019.

DATED at Vancouver, British Columbia, this 5th day of July, 2019.

BY ORDER OF THE BOARD