

ESG GLOBAL IMPACT CAPITAL INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MONDAY, AUGUST 17, 2020

TO: The Shareholders of ESG Global Impact Capital Inc. (the "**Corporation**")

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders of the Corporation will be held at 15th Floor, Bankers Court, 850 - 2nd Street SW, Calgary, Alberta, on Monday, August 17, 2020, at 10:00 a.m. (Calgary time) (the "**Meeting**"), for the following purposes:

1. to receive the financial statements of the Corporation for the financial year ended August 31, 2019, together with the report of the auditors thereon;
2. to re-appoint Saturna Group Chartered Professional Accountants LLP as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors for the ensuing year;
3. to elect directors of the Corporation for the ensuing year;
4. to consider and, if thought fit, to affirm, ratify and approve by ordinary resolution the Corporation's stock option plan, as more particularly described in the accompanying management information circular of the Corporation dated July 14, 2020 (the "**Circular**");
5. to consider and, if thought fit, to affirm, ratify and approve by special resolution the amendment of the Corporation's articles to authorize a class of Preferred Shares, as more particularly described in the accompanying Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Accompanying this notice of meeting are the Circular, a form of proxy and a financial statement request form.

Registered shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy in accordance with the instructions set out in the proxy and in the Circular accompanying this notice of meeting. A proxy will not be valid unless it is received by TSX Trust Company, Proxy Department, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, by facsimile to 1-416-595-9593 or over the internet as set forth in the form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof. The chairman of the Meeting has the discretion to accept proxies received after that time.

DATED at Vancouver, British Columbia, this 14th day of July, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS OF ESG
GLOBAL IMPACT CAPITAL INC.**

/s/ "David Andrew Berg"

David Andrew Berg
Chief Executive Officer and Director

If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your common shares not being eligible to be voted by proxy at the Meeting.