

**MINNOVA CORP.**  
Suite 400, 365 Bay Street  
Toronto, Ontario M5H 2V1

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

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the "**Meeting**") of shareholders of **Minnova Corp.** (the "**Corporation**") will be held on **Thursday, September 20, 2018**, at the hour of 10:00 a.m. (Eastern time), at the office of Irwin Lowy LLP, Suite 400, 365 Bay Street, Toronto, Ontario M5H 2V1 for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the year ended March 31, 2018 and the report of the auditors thereon;
2. to consider and, if deemed advisable, pass, with or without variation, a special resolution to determine the number of directors of the Corporation and the number of directors to be elected at the Meeting to be four and to empower the directors of the Corporation, by resolution of the directors, to determine the number of directors within the minimum and maximum number set out in the articles of continuance of the Corporation;
3. to elect the directors of the Corporation;
4. to appoint the auditors of the Corporation and to authorize the directors to fix their remuneration;
5. to approve and confirm the stock option plan of the Corporation; and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 2 above is attached to this notice of the Meeting as exhibit A.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Corporation's transfer agent and registrar, TSX Trust Company, at Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1 not later than 10:00 a.m. (Eastern time) on Tuesday, September 18, 2018 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Corporation has by resolution fixed the close of business on Friday, August 10, 2018 as the record date, being the date for the determination of the registered holders of common shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of Meeting. Additional information about the Corporation and its financial statements are also available on the Corporation's profile at [www.sedar.com](http://www.sedar.com).

**DATED** at Toronto, Ontario this 10<sup>th</sup> day of August, 2018.

**BY ORDER OF THE BOARD**

*"Gorden Glenn" (signed)*  
President, Chief Executive Officer and Director

**EXHIBIT A**

**SPECIAL RESOLUTION OF THE SHAREHOLDERS**

**OF**

**MINNOVA CORP.**

**NUMBER OF DIRECTORS**

**"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the number of directors of the Corporation and the number of directors to be elected at the annual and special meeting of the shareholders of the Corporation to be held on September 20, 2018, within the minimum and maximum number of directors of the Corporation provided for in the articles of continuance of the Corporation, is hereby determined to be four;
2. the directors of the Corporation be and they are hereby empowered, by resolution of the directors, to determine, from time to time, the number of directors of the Corporation and the number of directors to be elected at meetings of the shareholders of the Corporation subsequent to September 20, 2018, within the minimum and maximum number of directors of the Corporation provided for in the articles of continuance of the Corporation; and
3. any director or officer of the Corporation be and he or she is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."