

CEMATRIX CORPORATION
NOTICE OF ANNUAL AND SPECIAL MEETING OF HOLDERS OF COMMON SHARES

Notice is hereby given that the annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of CEMATRIX CORPORATION (the "**Corporation**") will be held at the offices of the Corporation, 5440 – 53rd St. S.E., Calgary, Alberta, T2C 4B6 at 10:00 a.m. (Mountain Standard Time), on June 7, 2017 for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2016 and the report of its auditors;
2. To fix the board of directors of the Corporation (the "**Board**") to be elected at the Meeting at six (6) members and to elect the Board of the Corporation for the ensuing year;
3. To consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the reappointment of MNP LLP, Chartered Accountants, as the Corporation's auditor for the ensuing year and to authorize the Board to fix the auditor's remuneration;
4. To consider, and if thought appropriate, to approve, with or without variation, an ordinary resolution, as more particularly set forth in the accompanying circular (the "**Circular**"), relating to the renewal and adoption of the stock option plan of the Corporation; and
5. To transact any such other business as may properly be brought before the Meeting or any adjournment thereof.

The directors of the Corporation have fixed May 3, 2017 (the "**Record Date**") as the record date for the determination of Shareholders entitled to receive notice of the Meeting.

Shareholders as of the Record Date are entitled to vote their Common Shares except to the extent that they have transferred the ownership of any of his or her Common Shares after the Record Date. The transferee of those Common Shares must produce properly endorsed share certificates or otherwise establish that he or she owns the Common Shares and requests, not later than 10 days before the date of the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, in which case such transferee will be entitled to vote those Common Shares at the Meeting.

DATED at Calgary, Alberta, May 3, 2017.

By Order of the Board of Directors

(Signed) "Jeffrey Kendrick" _____

Jeffrey Kendrick
President, Chief Executive Officer and Director

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 Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment thereof.

The persons named in the enclosed form of proxy (the "**Management Designees**") are members of the Corporation's management. **Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for him or her and on his or her behalf at the Meeting.** To exercise such right, the names of the Management Designees should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

The instrument appointing the proxy shall be in writing and shall be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.