

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, 9727 – 40th St. S.E., Calgary, Alberta, T2C 2P4 at 10:00 a.m. (Mountain Standard Time), on December 9, 2020 for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2019 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 and to elect the directors of the Corporation;
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 omnibus equity incentive 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 November 4, 2020 (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, November 4, 2020.

By Order of the Board of Directors

Signed “Minaz Lalani”

Minaz Lalani

Chairman of the Board

A registered Shareholder may attend the Meeting in person or may be represented by proxy. Due to the unprecedented public health impact of the coronavirus disease ("COVID-19") and the restrictions on mass gatherings implemented by the Government of Alberta, Shareholders and guests are strongly encouraged not to attend the meeting in person. All Shareholders are encouraged to vote in advance of the meeting by mail, in the manner set out in the meeting materials that have been sent to Shareholders. Additional attendance requirements may be added based on the changing nature of the public health advisories related to COVID-19. In the event that more people choose to attend in person than the government-imposed restrictions on mass gatherings, the meeting, by necessity, will be rescheduled to a later date. 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.

A live audio of the meeting will be available by conference call by dialing 1-844-511-2074 and using the participant code 323-466-301 to listen to the meeting via conference call.