

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of the shareholders of Great Quest Fertilizer Ltd. (the “Company”) will be held at the offices of 130 Queens Quay, Suite 1224, Toronto, Ontario, M5A 0P6 on Thursday, January 21, 2021 at 10:00 a.m. (Toronto time) (the “Meeting”) for the following purposes:

1. To receive and consider the report of the directors and the financial statements of the Company together with the auditor’s report thereon for the financial year ended December 31, 2019;
2. To appoint Crowe MacKay LLP the auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
3. To elect directors for the ensuing year;
4. To consider and, if thought fit, to pass, with or without variation, an ordinary resolution to approve and ratify the Company’s Stock Option Plan, subject to regulatory approvals as more fully described in the information circular accompanying this notice; and
5. To transact such other business as may properly come before the Meeting.

AS A RESULT OF THE GOVERNMENTAL PROHIBITION AGAINST GROUP GATHERINGS AND TO HELP REDUCE THE SPREAD OF COVID-19, ONLY REGISTERED SHAREHOLDERS AND/OR THEIR APPOINTEES MAY ATTEND THE MEETING IN PERSON. IN ADDITION, WE STRONGLY ENCOURAGE ALL SHAREHOLDERS TO NOT ATTEND THE MEETING IN PERSON AND TO VOTE THEIR SHARES BY COMPLETING AND RETURNING THE ENCLOSED FORM OF PROXY, AS DESCRIBED BELOW.

Shareholders and/or their appointees may participate in the Meeting by way of video conference call, however, votes cannot be cast on the video conference call. Please see the dial-in details below:

Zoom Dial In:

+1 647 558 0588 (Toronto)
+1 778 907 2071 (Vancouver)

Access (Participant) Passcode: 317593

Meeting ID: 886 6789 5075

Video Conference:

<https://us02web.zoom.us/j/88667895075?pwd=cFdwQWtSNGxpU2NGaWdNeG9LK2xhZz09>

This notice is accompanied by a form of proxy, a management information circular (the “Circular”), and the audited consolidated financial statements of the Corporation as at and for the fiscal years ended December 31, 2019 and the related management’s discussion and analysis of financial condition.



The directors of the Corporation have fixed the close of business on December 14, 2020 as the record date, being the date for the determination of the registered holders entitled to notice and to vote at the Meeting and any postponement(s) or adjournment(s) thereof.

You may vote your shares by proxy if you are unable to attend the meeting. Please review the enclosed Circular and date, sign and return the enclosed form of proxy to the Corporation's transfer agent by January 19, 2021 at 10:00 a.m. (Toronto time).

DATED this 18th day of December, 2020.

BY ORDER OF THE BOARD

"Jeddiah Richardson"

Jeddiah Richardson
President & CEO