



FISSION 3.0 CORP.

700 – 1620 Dickson Avenue
Kelowna, BC V1Y 9Y2

NOTICE OF ANNUAL AND SPECIAL MEETING

TAKE NOTICE that the annual and special meeting (the "Meeting") of the shareholders of **FISSION 3.0 CORP.** (the "Company") will be held on December 14, 2017 at 704 – 595 Howe Street, Vancouver, BC at 2:00 pm (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended June 30, 2017 and the report of the auditor thereon;
2. To elect directors for the ensuing year;
3. To appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the auditor for the Company, and to authorize the directors to fix the remuneration to be paid to the auditor;
4. To consider and, if thought appropriate, to pass, with or without variation, a special resolution to approve the consolidation of the Company's issued and outstanding common shares on the basis of one (1) post-consolidation common share for up to five (5) pre-consolidation common shares, as more particularly described in the information circular accompanying this notice;
5. To approve the Company's stock option plan for the ensuing year, as more fully set forth in the information circular accompanying this notice; and
6. To transact such other business as may be brought before the Meeting.

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

DATED at Kelowna, British Columbia, this 31st day of October, 2017.

BY ORDER OF THE BOARD

"Phil Morehouse"

Phil Morehouse, President



ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF FISSION 3.0 CORP.

NOTICE AND ACCESS NOTIFICATION TO NON-REGISTERED SHAREHOLDERS

MEETING DATE AND LOCATION

Date: December 14, 2017
Time: 2:00 p.m. (Vancouver time)
Place: 704 – 595 Howe Street
Vancouver, B.C. V6C 2T5

Q WHY AM I RECEIVING THIS NOTICE?

A As permitted by Canadian securities regulators, Fission 3.0 Corp. ("Company") is providing you with access to our information circular ("Information Circular") for the annual and special meeting ("Meeting") as well as the comparative financial statements and MD&A for the financial year ended June 30, 2017 (together, the "Meeting Materials"), electronically, instead of mailing out paper copies. This notice provides you information on how to view the Meeting Materials online and/or request paper copies. Accompanying this notice is the voting instruction form that you will need to vote.

Q WHERE CAN I ACCESS THE MEETING MATERIALS ON-LINE?

A The Meeting Materials can be viewed online at www.sedar.com as of November 6, 2017 or at www.fission3corp.com until November 6, 2018.

Q HOW CAN I OBTAIN A PAPER COPY OF THE MEETING MATERIALS?

A You can request a paper copy of the Meeting Materials free of charge by calling the Company's toll free number below or accessing the website below and entering the 16 digit control number on your voting instruction form:

Company toll free phone number: 1-844-484-8030
Website: www.proxyvote.com

Requests for paper copies made before the date of the Meeting will be sent to you within 3 business days of receiving your request. To receive the Meeting Materials prior to the proxy deadline for the Meeting described below, you should make your request before 5:00 p.m. (Vancouver time) on November 28, 2017. To receive the Meeting Materials prior to the Meeting you should make your request before 5:00 p.m. (Vancouver time) on November 30, 2017.

Requests for paper copies of the Meeting Materials can be made until November 6, 2018. For requests received on or after the date of the Meeting, through the website or toll free number noted above, a paper copy will be sent to you within 10 calendar days after receiving your request.

PLEASE VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING

Q WHAT MATTERS ARE BEING RECEIVED OR VOTED ON AT THE MEETING?

A Financial Statements - receive the audited consolidated financial statements of the Company for the year ended June 30, 2017 and the report of the auditors thereon.

Election of Directors - elect directors of the Company for the ensuing year. See "Election of Directors"

Appointment of Auditors - appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the auditor for the Company, and to authorize the directors to fix the remuneration to be paid to the auditor. See "Appointment of Auditor"

Approve Share Consolidation - consider and, if thought appropriate, to pass, with or without variation, a special resolution to approve the consolidation of the Company's issued and outstanding common shares on the basis of one (1) post-consolidation common share for up to five (5) pre-consolidation common shares. See "Share Consolidation"

Approval of Stock Option Plan - approve the Company's stock option plan for the ensuing year. See "Approval of Stock Option Plan"

All shareholders are reminded to review the Information Circular before voting.

Q HOW DO I VOTE MY SHARES?

A If you wish to attend the meeting or designate another person to attend, vote and act on your behalf, you will need to complete the "Appoint A Proxy" section on your voting instruction form or online at the website below. You may vote by using any of the following voting methods. You will need your 16 digit control number contained in the accompanying voting instruction form in order to vote.

Voting method	
Internet voting	Go to www.proxyvote.com
Telephone voting	English: 1-800-474-7493 / French: 1-800-474-7501
Voting by mail or delivery	Complete the voting instruction form and return it in the envelope provided

Q WHO CAN I CONTACT IF I HAVE QUESTIONS ABOUT NOTICE & ACCESS?

A Shareholders with questions about notice and access can call the Company toll free at 1-844-484-8030 and Broadridge toll free at 1-855-887-2244.

To be valid, voting instruction forms must be received at least one business day before the proxy deadline of **2:00 p.m. (Vancouver time) on December 12, 2017**. The Company reserves the right to accept late proxies and to waive the proxy deadline, with or without notice, but is under no obligation to accept or reject any particular late proxy.

PLEASE VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING