

FENGRO INDUSTRIES CORP.
1100 – 1111 Melville Street, Vancouver, BC V6E 3V6
Telephone No.: +1 (604) 484-7122 Fax No.: +1 (604) 484-7143

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Take notice that the annual general and special meeting (the "**Meeting**") of shareholders of Fengro Industries Corp. (the "**Company**") will be held at Suite 1700, 666 Burrard Street, Vancouver, British Columbia on October 18, 2019 at 10:00 a.m. (Vancouver time), for the following purposes:

1. To receive the financial statements of the Company for its fiscal year ended September 30, 2018, report of the auditor and related management discussion and analysis.
2. To set the number of directors at five.
3. To elect directors of the Company for the ensuing year.
4. To appoint an auditor of the Company for the ensuing year.
5. To ratify and approve the continuation of the 10% rolling number share option plan, as described in the Information Circular prepared for the Meeting.
6. To consider and, if thought fit, to approve a special resolution (the "**Transaction Resolution**") authorizing the sale or disposition of all or substantially all of the Company's undertakings pursuant to a share purchase and sale agreement, dated as of June 17, 2019 whereby the Company will sell of all of its shares of Dusolo Mineração Ltda. to Geofoscal Comércio, Indústria, Representações e Transporte de Produtos Agropecuários Ltda., as described in the Information Circular prepared for the Meeting.
7. To consider, and if thought fit, to approve by special resolution an alteration to the capital of the Company to authorize the board of directors (the "**Board**") to affect a consolidation of the Company's shares on the basis of up to 50 pre-consolidation common shares for every one post-consolidation common share, as described in the Information Circular prepared for the Meeting.
8. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

The Board has fixed September 12, 2019 as the record date for determining the Company shareholders entitled to receive notice and vote at the Meeting.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

Registered shareholders have the right to dissent with respect to the Transaction Resolution and, if the Transaction Resolution becomes effective, to be paid the fair value of their Company shares, subject to strict compliance with Sections 237 to 247 of the *Business Corporations Act* (British Columbia) (the "BCBCA"). The right to dissent is described in the section in the Information Circular entitled "*Dissent Rights*". **Failure to comply strictly with the requirements set forth in Sections 237 to 247 of the BCBCA, may result in the loss of any right of dissent.**

DATED at Vancouver, British Columbia, September 12, 2019.

BY ORDER OF THE BOARD

"Giles Baynham"

**Giles Baynham
President and Chief Executive Officer**