

SUMTRA DIVERSIFIED INC.
95 Wellington Street West, Suite 900
Toronto, Ontario M5J 2N7

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "Meeting") of the shareholders (the "Shareholders") of SUMTRA DIVERSIFIED INC. (the "Corporation") will be held at Suite 900, 95 Wellington St. West, Toronto, Ontario, on Tuesday, the 16th day of February, 2016 at the hour of 11:00 o'clock in the morning, Toronto time, for the following purposes:

- (a) to receive the financial statements of the Corporation for the fiscal year ended August 31, 2015 together with the report of the auditor thereon;
- (b) to elect the directors of the Corporation;
- (c) to reappoint SF Partnership, LLP, Chartered Accountants, as auditor of the Corporation and authorize the directors to fix their remuneration;
- (d) to consider, and if deemed advisable, to pass, with or without amendment an ordinary resolution ratifying and confirming the 10% "rolling" stock option plan of the Corporation (the "Option Plan"); and
- (e) to transact such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders are referred to the management information circular for more detailed information with respect to the matters to be considered at the Meeting and for the full text of the resolutions. An ordinary resolution must be passed by not less than 50% of the votes cast by Shareholders who vote in respect of the resolution.

Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy or voting instruction form ("VIF") so that as large a representation as possible may be had at the Meeting.

All instruments appointing proxies to be used at the Meeting must be deposited with the Corporation's transfer agent, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, M5H4H1 not later than 48 hours (excluding Saturdays and holidays) before the time of holding the Meeting or adjournment thereof. Non-registered Shareholders must deliver their completed proxy or VIF in accordance with the instructions given by their financial institution or other intermediary that forwarded it to them. The record date for the determination of those Shareholders entitled to receive this Notice is January 8, 2016.

DATED at Toronto, Ontario, this 11th day of December, 2015.

BY ORDER OF THE BOARD

(signed) "Robert G. Shoniker"

Robert G. Shoniker
President