PYROGENESIS CANADA INC. NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of PYROGENESIS CANADA INC. (the "**Corporation**") will be held at the University Club, 2047 Mansfield Street Montreal, Québec, H3A 1Y7 at 9:30 A.M. EST, on June 29, 2016 for the following purposes:

(a) to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2015, together with the report of the auditors thereon;

(b) to appoint KPMG LLP as auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;

(c) to elect the directors for the Corporation for the ensuing year;

(d) to consider and, if deemed appropriate, to pass an ordinary resolution to reapprove the stock option plan implemented by the Corporation in June 2011 in which 10% of the issued Common Shares of the Corporation are reserved for issuance to directors, officers, employees and other service providers of the Corporation; and

(e) to transact such other business as may properly be brought before the Meeting.

Accompanying this Notice of Meeting is the Management Information Circular (the "**Information Circular**") and a form of proxy (the "**Proxy**"). The Information Circular includes more detailed information relating to the matters to be addressed at the Meeting. The Information Circular is deemed to form a part of this Notice of Meeting.

Shareholders of the Corporation unable to attend the Meeting in person should read the notes to the Proxy and complete and return the Proxy to the Corporation's registrar and transfer agent, CST Trust Company, 320 Bay Street B1 Level Toronto, ON M5H 4A6 or by e-mail to proxy@canstockta.com . A proxy will not be valid unless it is deposited at the office of CST Trust Company not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the chair of the Meeting in his discretion, and the chair is under no obligation to accept or reject any particular late proxy. If you are a non-registered shareholder of the Corporation and received these materials through your broker or another intermediary, please complete and return the Proxy or other voting form in accordance with instructions provided to you by your broker or such other intermediary.

The enclosed Proxy appoints nominees of management as proxyholder and you may amend the Proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

Only holders of Common Shares of the Corporation of record at the close of business on will be entitled to vote at the Meeting.

DATED this 25th day of May, 2016.

BY ORDER OF THE BOARD OF DIRECTORS OF PYROGENESIS CANADA INC.

(signed) "Alan Curleigh"

Alan Curleigh
Chair