CO2 GRO Inc.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that CO2 GRO Inc. (the "**Corporation**") will hold its annual and special meeting (the "**Meeting**") of shareholders (the "**Shareholders**") at the offices of Miller Thomson LLP, 100 New Park Place, Suite 700, Vaughan, Ontario, L4K 0H9, on August 2, 2023, at 11:00 am (Toronto Time) for the following purposes:

1. to present the audited consolidated financial statements of the Corporation for the year ended December 31, 2022, and the independent auditor's report thereon;

2. to elect the directors of the Corporation for the ensuing year;

3. to re-appoint the independent auditors of the Corporation and authorize the directors to fix the auditors' remuneration;

4. to consider and, if deemed appropriate, approve with or without variation, an ordinary resolution re-approving the omnibus equity incentive plan of the Corporation, as more fully described in the management information circular in respect of the Meeting (the "**Information Circular**"); and

5. to transact any other business properly brought before the Meeting.

We strongly encourage shareholders to vote their common shares in the capital of the Corporation (the "Common Shares") prior to the Meeting by any of the means described in the Information Circular.

Holders of Common Shares are invited to attend the Meeting. Shareholders of record as at the close of business on June 27, 2023 will be entitled to notice of and to vote at the Meeting. A detailed description of the matters to be acted upon at the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular.

Copies of: (a) this notice of annual and special meeting of Shareholders; (b) the Information Circular; and (c) a management form of proxy and instructions in relation thereto (the "**Management Proxy**") may be obtained at the following office: CO2 GRO Inc., C/O Miller Thomson LLP, Scotia Plaza, 40 King Street West, Suite 5800, Toronto, Ontario, M5H 3S1, or will be sent to a shareholder without charge upon request by calling 888.496.1283, Option 4. Shareholders who are unable to be present in person at the Meeting are requested to (i) sign, date and deliver the accompanying form of proxy to the Corporation's registrar and transfer agent, Computershare Investor Services Inc., 100 University Ave., 8th Floor, Toronto, Ontario M5J 2Y1 Canada, so it is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof; or (ii) return your voting instructions as specified in the request for voting instructions delivered to you, as applicable.

DATED the 29th day of June, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Michael Boyd"

Michael Boyd
Director