

DUSOLO FERTILIZERS INC.
1100 – 1111 Melville Street, Vancouver, BC V6E 3V6
Telephone No.: (604) 484-7122 Fax No.: (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 **DuSolo Fertilizers Inc.** (the “**Company**”) will be held at Suite 1700, 666 Burrard Street, Vancouver, British Columbia on May 18, 2017 at 10:00 a.m., Pacific Daylight Time, for the following purposes:

1. To receive the financial statements of the Company for its fiscal year ended September 30, 2016, 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, pass a special resolution approving amendments to the Company’s articles, as more particularly described in the accompanying Information Circular.
7. To consider and, if thought fit, pass a special resolution approving up to a 10:1 consolidation of the Company’s share capital, as more particularly described in the accompanying Information Circular.
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.

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.

DATED at Vancouver, British Columbia, April 5, 2017.

BY ORDER OF THE BOARD

“Giles Baynham”

Giles Baynham
President and Chief Executive Officer