



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special Meeting (the “Meeting”) of the Shareholders of CLEAN SEED CAPITAL GROUP LTD. (the “Company”) will be held in the Boardroom of Owen Bird Law Corporation, 29th Floor, 595 Burrard Street, Vancouver, British Columbia, on **Thursday, November 21, 2019**, at 11:00 a.m. (Vancouver time), for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended June 30, 2019, together with the Auditor's Report thereon.
2. To re-appoint BDO Canada LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
3. To elect directors of the Company for the ensuing year.
4. To consider and, if deemed advisable, to pass an ordinary resolution authorizing the Company to amend the exercise price of certain previously granted stock options, as more particularly set forth in the accompanying Information Circular.
5. To approve the renewal of the Company’s 10% rolling stock option plan, as more particularly set out in the accompanying Information Circular.
6. To transact such other business as may be brought before the Meeting.

Accompanying this Notice is an Information Circular dated October 7, 2019, a form of proxy or voting instruction form and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

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.

Non-registered 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, this 7th day of October, 2019.

ON BEHALF OF THE BOARD

“Graeme Lempriere”

Graeme Lempriere
Chairman of the Board and Chief Executive Officer