



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of exactEarth Ltd. (“**exactEarth**” or the “**Corporation**”) will be held at the offices of Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, Ontario, Canada, M5L 1B9 at 2:30 p.m. (Eastern Time), on April 29, 2019, for the purposes of:

- a. receiving the audited consolidated financial statements of the Corporation for the year ended October 31, 2018 and the report of the auditor thereon;
- b. electing directors for the ensuing year;
- c. reappointing the auditor of the Corporation and authorizing the directors to fix its remuneration;
- d. considering and, if deemed appropriate, passing, with or without variation, a resolution to amend the Corporation’s Share Unit Plan and Stock Option Plan (each as defined in the accompanying management information circular dated March 11, 2019 (the “**Information Circular**”)), to increase the number of authorized Common Shares to be reserved for issuance thereunder, and make amendments to certain provisions regarding amendments in the Stock Option Plan, as more particularly described in the Information Circular; and
- e. transacting such other business as may properly be brought before the Meeting.

Further information regarding the matters to be considered at the Meeting is set out in the Information Circular.

The directors of the Corporation have fixed the close of business on March 11, 2019 as the record date for determining Shareholders entitled to receive notice of and to vote at the Meeting.

Cambridge, Ontario, March 11, 2019.

By order of the Board of Directors

(s) *Eric Zahler*

Eric Zahler
Chair, Board of Directors