



**H-SOURCE HOLDINGS LTD.**  
**Suite 1980 – 1075 West Georgia Street**  
**Vancouver, BC V6E 3C9**  
**Telephone: 604-688-9588 Facsimile: 778-329-9361**  
**<http://h-source.com>**

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

The annual general and special meeting (the “**Meeting**”) of Shareholders of H-Source Holdings Ltd. (the “**Company**”) will be held at Suite 1980 – 1075 West Georgia Street, Vancouver, British Columbia, on Friday, September 30, 2016 at 9:00 a.m. (Pacific Standard Time), for the following purposes:

1. To receive the consolidated financial statements for the fiscal period of the Company from incorporation on November 11, 2014 to December 31, 2014 and for the Company’s financial year from January 1, 2015 and ended December 31, 2015, together with the report of the auditor of the Company thereon and the related management discussion and analysis;
2. To set the number of directors of the Board of the Company at six (6);
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 adoption of the Company’s 10% rolling Stock Option Plan, by the Board of Directors on August 31, 2015, as amended on August 25, 2016 as required by the TSX Venture Exchange; and to approve continuation of the Stock Option Plan, as amended, until the next annual general meeting of the Company;
6. To consider and, if deemed advisable, to approve an ordinary resolution to adopt the Restricted Share Unit Plan (the “**RSU Plan**”) as a treasury-based plan, the purpose of such RSU Plan being to reserve common shares of the Company from treasury under the RSU Plan; and to ratify any and all prior issuances of Restricted Share Units under the RSU Plan; and
7. 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. Management is not currently aware of any other matters that could come before the Meeting.

An Information Circular accompanies this Notice together with a form of proxy, voting instruction form and a supplemental mailing return card. The Information Circular contains details of matters to be considered at the Meeting.

**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 complete another suitable form of proxy and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**An unregistered shareholder who plans to attend the Meeting must follow the instructions set out in the form of proxy and in the Management Information Circular to ensure that their shares are 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 30<sup>th</sup> day of August, 2016.

**BY ORDER OF THE BOARD**

*“John Kupice”*

**John Kupice**  
**Chief Executive Officer**