



NOTICE OF AVAILABILITY OF MATERIALS VIRTUAL ANNUAL GENERAL MEETING OF SHAREHOLDERS OF H₂O INNOVATION INC.

You are receiving this notice as H₂O Innovation Inc. (the “**Corporation**”) has elected to use the “notice-and-access” procedures (“**Notice-and-Access**”) as permitted under *Regulation 51-102 respecting Continuous Disclosure Obligations* and *Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**Regulation 54-101**”) to deliver the notice of meeting, the management proxy circular dated October 19, 2020 (the “**Circular**”) and the annual report for the fiscal year ended June 30, 2020 (the “**Meeting Materials**”) to its shareholders in preparation for the annual general meeting of shareholders which will be held on Tuesday, December 8, 2020 at 10:00 a.m. (Eastern Time) as a virtual-only meeting (the “**Meeting**”), rather than mailing the Meeting Materials. Notice-and-Access is an environmentally friendly alternative to distribute the Meeting Materials, by reducing the use of paper and the energy consumption, while also lowering the Corporation’s printing and mailing costs.

This notice provides the information prescribed by Regulation 54-101 further explaining the details of the date and time of the Meeting, the matters to be voted on and instructions on how to access the Meeting Materials, as well as how to request a paper copy of the Meeting Materials. A form of proxy (if you are a registered shareholder) (the “**Form of Proxy**”) or a request for voting instructions (if you are a non-registered shareholder) (the “**VIF**”) is also enclosed with this notice, allowing you to vote your common shares.

HOW TO ACCESS THE MEETING MATERIALS

Meeting Materials can be viewed online under the Corporation’s profile at www.sedar.com or on the Corporation’s website at <https://www.h2oinnovation.com/general-assembly>.

MEETING DATE AND LOCATION

The Meeting will be held on Tuesday, December 8, 2020 at 10:00 a.m. (Eastern Time) in a virtual format only, by way of a live webcast at <https://web.lumiagm.com/430948235>.

BUSINESS OF THE MEETING

At the Meeting, the shareholders of the Corporation will be asked to:

1. Receive the audited consolidated financial statements of the Corporation for the fiscal year ended June 30, 2020. Information regarding the presentation of the audited consolidated financial statement of the Corporation may be found in Section 2.1 – *Presentation of Audited Consolidated Financial Statements* of the Circular;
2. Elect the directors of the Corporation for the ensuing year. Information regarding the election of the Corporation’s directors may be found in Section 2.2 – *Election of Directors* of the Circular;
3. Appoint the auditor of the Corporation for the fiscal year ending June 30, 2021 and authorize the directors to fix its remuneration. Information regarding the appointment of the auditor may be found in Section 2.3 – *Appointment of Auditor* of the Circular; and
4. To consider such other business that may properly come before the Meeting of any adjournment thereof.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Shareholders may request to receive a paper copy of the Meeting Materials at no cost to them. Requests may be made up to one year from the date the Circular was filed on SEDAR by (i) calling the Corporation, toll-free, at 1-888-688-0170 (in Canada or in the U.S.), providing your name and mailing address or (ii) by sending an email to info@h2oinnovation.com, providing your name and mailing address.

Paper copies of the Meeting Materials will be sent within three (3) business days of your request, if such request is made before the Meeting date, or within ten (10) business days of your request, if such request is made after the Meeting date. To ensure you receive the Meeting Materials before the voting deadline and Meeting date, your request should be provided to the Corporation as soon as possible and no later than 4:00 p.m. (Eastern Time) on November 25, 2020.

Please note that shareholders will not receive another Form of Proxy or VIF and should retain the Form of Proxy or VIF enclosed with this notice to vote their common shares.



Shareholders with questions about Notice-and-Access may contact AST Trust Company (Canada), in its capacity as transfer agent for the Corporation, toll-free in Canada and the United States, at 1-888-433-6443 or at 416-682-3801 for the other countries.

VOTING

To be valid, proxies to be used at the Meeting must be received by AST Trust Company (Canada) no later than 5:00 p.m. (Eastern Time) on December 4, 2020. For more information on how to vote your shares using this method, please refer to the instructions in the Form of Proxy or in the VIF.

Registered shareholders and duly appointed proxyholders can also attend the Meeting online at <https://web.lumiagm.com/430948235> where they can participate, vote, and submit questions during the live webcast, as long as they meet the conditions set out in the Circular.

SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS PRIOR TO VOTING.