

**NOTICE
OF
ANNUAL MEETING OF THE MEMBERS
OF
CALL2RECYCLE CANADA, INC./
APPEL A RECYCLER CANADA, INC.
(the "Corporation")**

TO: The Members of the Corporation;
AND TO: The Directors of the Corporation; and
AND TO: The Auditors of the Corporation.

TAKE NOTICE that an annual meeting of Members of the Corporation will be held at the head offices of the Corporation at **5140 Yonge Street, Suite 1570, Toronto, ON, Canada M2N 6L7** on **Wednesday, June 27, 2018 at 1:00 pm (Toronto time)** or for those members who wish to attend or have their proxy, by participating in the Webex event, for the following purposes:

1. To receive the audited financial statements of the Corporation for its financial year ended December 31, 2017 together with the report of the auditors thereon. A copy of the financial statements are posted on-line at <http://www.call2recycle.ca/>
2. To appoint BDO LLP as the auditors of the Corporation and to authorize the directors of the Corporation to fix the remuneration of the auditors as appointed.
3. To affirm the current directors of the Corporation.

Norman Clubb
Bernard Gervais
Alan Moyer
Jeff Haltrecht
Carl Smith
Saqib Vali
Harriet Velázquez
Maury McCausland
Katherine Larocque
Jules Foisy Lapointe

4. To elect the following directors of the Corporation for the ensuing year, or such amended slate of directors as may be sent to the members prior to the meeting.

Norman Clubb
Bernard Gervais
Alan Moyer
Jeff Haltrecht
Carl Smith
Saqib Vali
Harriet Velázquez
Maury McCausland
Katherine Larocque
Jules Foisy Lapointe

5. To elect nine (9) persons representing the Members in the Quebec Council, for a term ending at the second annual meeting of Members following their election or until the election. Recyc-Quebec appoints a person to sit on the Quebec Council as an observer.

Sylvain Messier – Groupe Jean Coutu
Jordane Ferron – Lowe’s Canada
Éric Gladu – Metro inc.
Pierre Groulx – McKesson Canada Corporation
Jacinthe Roy – Uniprix
Bernard Gervais – Familiprix
Thierry Lopez – Best Buy
Yves Martin – Lumen
Joe Borsellino – Château Manis Electronique

6. To transact such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

PROXIES: As all members of the Corporation are corporations, a proxy form is enclosed to be signed and brought to the meeting or if you are unable to send a representative to attend the meeting you may complete, date and sign the form of proxy which is enclosed solely for your convenience, and return it to the Corporation prior to the commencement of the meeting by mail at the **5140 Yonge Street, Suite 1570, Toronto, ON, Canada M2N 6L7**, by email at vwans@call2recycle.ca The proxy should be executed by a duly authorized officer or attorney of the member corporation. A person appointed a proxyholder need not be a member of that corporation.

BALLOTS: Together with this notice you have also been provided with ballots for voting on the items set out above. If your proxy holder is unable to attend the meeting in person, please instruct them to complete the enclosed ballots and return them to the corporation prior to the commencement of the meeting by mail at the **5140 Yonge Street, Suite 1570, Toronto, ON, Canada M2N 6L7**, by email at vwans@call2recycle.ca

Please note that the ballot enclosed for the election of directors may be amended by the Corporation prior to the meeting, in which event, each member will be send a replacement ballot.

THE MEETING TO BE CONDUCTED IN ENGLISH: The directors have also determined that the business to be conducted at the meeting will be conducted in English only.

DATED at Toronto, Ontario, this **10** day of **May, 2018**.

BY ORDER OF THE DIRECTORS.

PROXY

TO: **CALL2RECYCLE CANADA, INC./APPEL A RECYCLER CANADA, INC.**

The undersigned, member of CALL2RECYCLE CANADA, INC./APPEL A RECYCLER CANADA, INC. (the "Corporation"), hereby appoints _____ as the nominee of the undersigned to attend and act at the annual meeting of members of the Corporation to be held on the **27th of June 2018 at 1:00 pm.** and at any adjournment or adjournments thereof and to vote and otherwise act on behalf of and represent the undersigned in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof; and without limiting the generality of the foregoing, the undersigned hereby specifying that the votes represented by this proxy shall be **VOTED** in his/her discretion on or on any amendments or variations to the matters set forth in the notice of said annual and special meeting of members and on any other matters which may properly come before the meeting or any adjournment or adjournments thereof, and without limiting the generality of the power hereby conferred, the nominee designated above is specifically directed:

To vote or withhold from voting in the name of the undersigned as specified below:

1. To **VOTE** or **WITHHOLD FROM VOTING** respecting the appointment of BDO LLP as the auditors of the Corporation and authorizing the directors to fix the auditors remuneration.
2. To Vote **FOR** , Vote **AGAINST** , or **WITHHOLD FROM VOTING** respecting the affirmation of the current directors of the Corporation as set out in the notice calling the annual meeting of members.
3. To **VOTE** or **WITHHOLD FROM VOTING** respecting the election of the new slate of directors for the ensuing year as set out in the notice calling the annual meeting of members or if such slate is amended, the amended slate of directors sent to the members prior to the annual meeting of members.
4. To Vote **FOR** , Vote **AGAINST** , or **WITHHOLD FROM VOTING** respecting the affirmation of the nine (9) Quebec Council Members, where Recyc-Quebec appoints an observer for the Council.

If any amendments or variations of the matters referred to above or to any other matter identified in the notice of the meeting are proposed at the meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matter in accordance with the best judgement of such person.

This proxy is not solicited by or on behalf of the management of the Corporation or any other person and is provided to members as a matter of convenience only.

DATED the _____ day of _____, 2018.

(Name of member – Please Print)

CALL2RECYCLE CANADA, INC./APPEL A RECYCLER CANADA, INC.

ANNUAL MEETING OF MEMBERS
HELD ON JUNE 27, 2018

**BALLOT FOR RESOLUTION RESPECTING
APPOINTMENT OF BDO LLP AS THE AUDITORS OF THE CORPORATION**

IN FAVOUR OF

AGAINST

Signature of Voter

Name of Voter - Please Print

Representing by Proxy on behalf of:

Name of Member

CALL2RECYCLE CANADA, INC./APPEL A RECYCLER CANADA, INC.

ANNUAL MEETING OF MEMBERS
HELD ON JUNE 27, 2018

**BALLOT FOR RESOLUTION RESPECTING
THE AFFIRMATION OF**

Norman Clubb
Bernard Gervais
Alan Moyer
Jeff Haltrecht
Carl Smith
Saquib Vali
Harriet Velázquez
Maury McCausland
Katherine Larocque
Jules Foisy Lapointe

AS THE CURRENT DIRECTORS OF THE CORPORATION

IN FAVOUR OF _____

AGAINST _____

Signature of Voter

Name of Voter - Please Print

Representing by Proxy on behalf of:

Name of Member

CALL2RECYCLE CANADA, INC./APPEL A RECYCLER CANADA, INC.

ANNUAL MEETING OF MEMBERS
HELD ON JUNE 27, 2018

**BALLOT FOR RESOLUTION RESPECTING
THE ELECTION OF THE FOLLOWING AS DIRECTORS OF THE
CORPORATION**

Norman Clubb
Bernard Gervais
Alan Moyer
Jeff Haltrecht
Carl Smith
Saquib Vali
Harriet Velázquez
Maury McCausland
Katherine Larocque
Jules Foisy Lapointe

IN FAVOUR OF

AGAINST

Signature of Voter

Name of Voter - Please Print

Representing by Proxy on behalf of:

Name of Member

CALL2RECYCLE CANADA, INC./APPEL A RECYCLER CANADA, INC.

ANNUAL MEETING OF MEMBERS
HELD ON JUNE 27, 2018

**BALLOT FOR RESOLUTION RESPECTING
THE ELECTION OF THE MEMBERS OF THE QUEBEC COUNCIL**

Sylvain Messier – Groupe Jean Coutu
Jordane Ferron – Lowe’s Canada
Éric Gladu – Metro inc.
Pierre Groulx – McKesson Canada Corporation
Jacinthe Roy – Uniprix
Bernard Gervais – Familiprix
Thierry Lopez – Best Buy
Yves Martin – Lumen
Joe Borsellino – Château Manis Electronique

IN FAVOUR OF _____

AGAINST _____

Signature of Voter

Name of Voter - Please Print

Representing by Proxy on behalf of:

Name of Member