

GRATOMIC INC.
22 Adelaide Street West, Suite 3600
Toronto Ontario M5H 4E3

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of Shareholders of Gratomic Inc. (the “**Corporation**”) will be held at **the offices of Gardiner Roberts LLP, Bay-Adelaide Centre- East Tower, 22 Adelaide Street West, Suite 3600, Toronto, Ontario, M5H 4E3, at the hour of 2:00 p.m. (Toronto Time), on Friday, the 30th day of April, 2021**, for the following purposes:

- (1) to elect the Directors as nominated by Management;
- (2) to appoint D&H Group LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration;
- (3) ratification of the 2015 Stock Option Plan;
- (4) adoption of the 2021 Stock Option Plan; and
- (5) to transact such further and other business as may properly come before the said Meeting or any adjournment of adjournments thereof.

A copy of the Management Information Circular (the “**Circular**”), the audited financial statements of the Corporation for the years ended December 31, 2020 and 2019, December 31, 2019 and 2018 and December 31, 2018 and 2017 (the “**Annual Financial Statements**”) and the Corporation’s management discussion and analysis for the years ended December 31, 2020, December 31, 2019 and December 31, 2018 (the “**Annual MD&A**”) accompany this Notice of Meeting.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of Proxy or voting instruction form delivered to them with the Notice-and-Access Notification (defined below).

COVID-19 SAFETY PROTOCOLS

The Corporation will be following stringent safety protocols for the Meeting as a result of the coronavirus pandemic (“**COVID-19**”). Registered shareholders and properly appointed proxy holders who wish to attend the Meeting in person will be required to present their identification and a copy of their completed proxy or other proof of their status as a shareholder or valid proxy holder, complete the Company’s sign-in and COVID screening, not enter with any food or drink, wear masks covering their nose and chin at all times while inside the building, and maintain appropriate physical distancing at all times. The capacity of the Corporation’s offices is limited and those choosing to attend in person will be accommodated on a “first-come first-served” basis. No one other than registered shareholders and properly appointed proxy holders will be allowed to attend the Meeting in person to ensure adequate space is available for those registered shareholders and properly appointed proxy holders who wish to attend the Meeting. **All shareholders are strongly urged to send in their proxies in advance of the Meeting as set out in the Circular below and as set out in the proxy or voting instruction form mailed to registered shareholders and Non-Objecting Beneficial Owners (“NOBO”) to ensure that their votes are counted at the Meeting.** The lockdown resulting from the outbreak of COVID-19 has created unprecedented disruptions in the global economy and required the Corporation to take all necessary precautions to ensure the health and safety of its officers, directors, employees and shareholders. Given the fact that the spread of COVID-19 in certain areas of the country has increased recently and new restrictions have been imposed resulting from the anticipated increase in COVID-19 cases, the Corporation needs to continue to take appropriate precautions while proceeding with the Meeting. In order to provide some accommodation to those shareholders unable or unwilling to attend in person, the Corporation has set up a conference call number for shareholders and guests to phone in and listen to the Meeting

(the “**Conference Call**”), the particulars of which are set out below. The Scrutineer representing the Corporation’s transfer agent, TSX Trust Company, will be scrutineering the Meeting remotely and will be attending the Meeting via the Conference Call. Following the completion of the formal part of the Meeting, the President and CEO of the Corporation, Arno Brand, will make a presentation to the Meeting. Those shareholders and guests participating in the Conference Call will be able to ask questions of Mr. Brand. **Participation in the Conference Call will not constitute attendance at the Meeting and voting will not be permitted by telephone.** The Meeting has not been set up as a “virtual meeting”. The Corporation is providing the Conference Call as a means for those participating in the Conference Call to ask questions of and receive responses from Steve Smith relating to the business of the Corporation.

Shareholders and guests may participate in the Conference Call by joining the Meeting from a PC, Mac, iPad, iPhone or Android device by clicking or entering the following URL into your web browser:

Please click the link below to join the webinar:

<https://zoom.us/j/92035431756?pwd=TWJqRUFYMDlNIBUN2JqVnI4bmJpUT09>

Passcode: 443088

Or iPhone one-tap :

Canada: +12042727920,,92035431756#,,,,*443088# or +14388097799,,92035431756#,,,,*443088#

Or Telephone:

Dial(for higher quality, dial a number based on your current location):

Canada: +1 204 272 7920 or +1 438 809 7799 or +1 587 328 1099 or +1 647 374 4685 or +1 647 558 0588 or +1 778 907 2071

US: +1 253 215 8782 or +1 301 715 8592 or +1 312 626 6799 or +1 346 248 7799 or +1 646 558 8656 or +1 669 900 9128

Webinar ID: 920 3543 1756

Passcode: 443088

International numbers available: <https://zoom.us/u/afon7XjtJ>

NOTICE-AND-ACCESS

Notice is also hereby given that the Corporation has decided to use the notice-and-access method of delivery of meeting materials for the 2021 Annual General and Special Meeting of Shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Circular, the Annual Financial Statements and related Annual MD&A and other meeting materials (collectively the “Meeting Materials”), shareholders receive a notification (the “Notice-and-Access Notification”) with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting.

Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online under the Corporation's profile at www.sedar.com or on the Corporation's website at www.gratomic.ca.

How to Obtain Paper Copies of the Meeting Materials

Registered holders or non-registered holders may request that paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Corporation's website.

In order to receive a paper copy of the Meeting Materials, registered holders can call TSX Trust Company toll free at 1-866-393-4891 on or before the day of the Meeting, or any adjournment thereof, or thereafter contact the Corporation at 416-561-4095 or by email at info@gratomic.ca. Non-registered holders can call Broadridge Investor Communications Solutions, Canada toll free at 1-877-907-7643 on or before the day of the Meeting, or any adjournment thereof, or thereafter contact the Corporation at 416-561-4095 or by email at info@gratomic.ca.

Requests should be received by 2:00 p.m. on Tuesday, April 20, 2021 in order to receive the Meeting Materials in advance of the Meeting.

RECORD DATE AND PROXY DELIVERY DATE

The Board of Directors of the Corporation (the "**Board**") has, by resolution, fixed the close of business on March 19, 2021 as the Record Date, being the date for determination of the registered holders of Common Shares entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof.

The Board has, by resolution, fixed the hour of 11:00 a.m. (Toronto time) on Wednesday, April 28, 2021, being not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the day of the Meeting, or any adjournment thereof, as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Transfer Agent of the Corporation, TSX Trust Company, 100 Adelaide Street West, Suite 401, Toronto, Ontario, M5H 4H1, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting to revoke a proxy previously delivered in accordance with the foregoing.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of proxy or voting instruction form delivered to them with the Notice-and-Access Notification.

DATED the 19th day of March, 2021.

**BY ORDER OF THE
BOARD OF DIRECTORS**

"Arno Brand"

ARNO BRAND
President & CEO