

ARCTURUS GROWTHSTAR TECHNOLOGIES INC.
#510 – 580 Hornby St. Vancouver, BC, V6C 3B6

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

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Arcturus Growthstar Technologies Inc. (the “**Company**”) will be held at Suite 2200 – 885 West Georgia Street, Vancouver, British Columbia V6C 3E8 on Wednesday, December 28, 2016 at 10:00 a.m. (Vancouver, British Columbia time). At the Meeting, the shareholders will receive the financial statements for the year ended February 29, 2016, together with the auditor’s report thereon, and consider resolutions to:

1. fix the number of directors at four (4);
2. elect directors for the ensuing year;
3. appoint Davidson & Company LLP, Chartered Accountants, as auditor of the Company for the ensuing year;
4. authorize the directors to determine the remuneration to be paid to the auditor;
5. consider and, if thought fit, pass an ordinary resolution approving the Company’s Stock Option Plan;
6. consider and, if thought fit, to approve, confirm and ratify, by ordinary resolution, the Company’s Advance Notice Policy, as more particularly described in the management Information Circular accompanying this notice of meeting; and
7. transact such other business as may properly be put before the Meeting.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the “**Circular**”) accompanying this notice. The audited consolidated financial statements and related MD&A for the Company for the financial year ended February 29, 2016 have already been mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at www.sedar.com.

This notice is accompanied by the Circular, a form of proxy and a supplemental mailing list return card.

Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The board of directors of the Company (the “**Board**”) has by resolution fixed the close of business on **November 21, 2016** as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.