

ONENERGY INC.

**155 Gordon Baker Road
Suite 301
Toronto, Ontario
M2H 3N5**

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the special meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of ONEnergy Inc. (the "**Corporation**" or "**ONE**") will be held at 155 Gordon Baker Road, Suite 114, Toronto, Ontario, M2H 3N5, November 26, 2018 at 9 a.m. (Toronto time), for the following purposes:

1. to consider and if thought advisable, to pass, with, or without amendment, a special resolution, as further detailed in the accompanying management information circular dated October 26, 2018 (the "**Circular**"), approving the sale of its energy retail business, which will represent a sale of all or substantially all of the assets of the Corporation (the "**Disposition**"); and
2. to transact such other business as may properly be brought before the Meeting.

Copies of the Circular and form of proxy accompany this notice. Particulars of the foregoing matters are set forth in the Circular. Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and send it in the enclosed envelope which has been provided for that purpose. Proxies, to be valid, must be deposited at the registrar and transfer agent of the Corporation, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays in the Province of Ontario, preceding the Meeting or any adjournment or postponement thereof. If you are not a registered Shareholder of the Corporation, a voting instruction form, instead of a form of proxy, may be enclosed. You must follow the instructions, including deadlines for submission, on the voting instruction form in order to vote your shares.

The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a company, by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for such Shareholder and on such Shareholder's behalf at the Meeting. To exercise such right, the name of the Shareholder's appointee should be legibly printed in the blank space provided IN THE FORM OF PROXY.

Only Shareholders of record at the close of business on October 26, 2018 (the "**Record Date**") are entitled to notice of and to participate at the Meeting and any adjournment or postponement thereof.

Shareholders are directed to read the Circular carefully and in full in evaluating the matters for consideration at the Meeting. Pursuant to the *Business Corporations Act* (Ontario) (the "**OBCA**"), registered Shareholders of the Corporation have the right to object to the Disposition and dissent pursuant to Section 185 of the OBCA. These dissent rights are summarized in more detail in the accompanying Circular.

Further disclosure on the matters set out above may be found in the Circular in the section entitled "Business of the Meeting". The Circular and other relevant materials are available under the Corporation's

directory on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Any Shareholder who wishes to receive a paper copy of such documents free of charge should contact the Corporation at 155 Gordon Baker Road, Suite 301, Toronto, Ontario M2H 3N5, Attention: Chief Financial Officer, by email at irinfo@onenergy.com, or by calling toll-free at 1-855-753-2507. In order to be certain of receiving such materials in time to vote before the Meeting, the request should be received by the Corporation by November 12, 2018.

DATED at Toronto, Ontario as of the 26th day of October, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

“Stephen J.J. Letwin”

Stephen J.J. Letwin
Chairman of the Board