

ONENERGY INC.

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

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT a special meeting, (the “**Meeting**”) of shareholders (the “**Shareholders**”) of ONEnergy Inc. (“**ONE**”) will be held at the offices of Fasken Martineau DuMoulin LLP, 333 Bay Street, Suite 2400, Toronto, Ontario, M5H 2T6, on September 28, 2017 at 10:00 a.m. (Toronto time), for the following purposes:

1. to consider and if thought advisable, to pass, with or without amendment, a resolution, as further detailed in the accompanying management information circular dated August 28, 2017 (the “**Circular**”), approving the disposition of ONE’s wholly-owned subsidiary Sunwave Home Comfort Inc.;
2. to consider and if thought advisable, to pass, with or without amendment, a special resolution (the “**Arrangement Resolution**”), as further detailed in the accompanying Circular, approving the plan of arrangement (the “**Plan of Arrangement**”) under Section 182 of the *Business Corporations Act* (Ontario) (the “**OBCA**”) involving, among other things, the reorganization of ONE and a company to be incorporated by ONE under the OBCA (“**Newco**”) and the acquisition of all the issued and outstanding shares of OZZ Electric Inc. and OZZ Clean Energy Inc., which shall constitute a reverse take-over of Newco (the “**Arrangement**”);
3. conditional upon completion of the Arrangement, to consider and if thought advisable, to pass, with or without amendment, a special resolution authorizing the board of directors to change the name of ONE to “Look Inc.”, or such other name as may be accepted by the relevant regulatory authorities and approved by the directors; and
4. to transact such other business as may properly be brought before the Meeting.

Copies of the Circular, form of proxy and letter of transmittal accompany this notice. The specific details of the matters proposed to be put before Shareholders at the Meeting are contained in the Circular. Shareholders are directed to read the Circular carefully in evaluating the matters for consideration at the Meeting.

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 ONE, 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 an adjournment or postponement thereof. If you are not a registered Shareholder of ONE, 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 common shares of ONE (“**Common Shares**”).

Only holders of Common Shares of record at the close of business on July 31, 2017 (the “**Record Date**”) are entitled to notice of and to participate at the Meeting and any adjournment or postponement thereof.

Pursuant to the terms of the Interim Order (as defined in the Circular), a registered Shareholder is entitled to dissent from the Arrangement Resolution substantially in the manner provided in Section 185 of the OBCA, as modified by the Interim Order and the Plan of Arrangement. If the Arrangement becomes effective, a registered Shareholder who dissents in respect of the Arrangement Resolution (a “**Dissenting Shareholder**”) is entitled to be paid the fair value of such Dissenting Shareholder’s Common Shares in accordance with the Plan of Arrangement, the Interim Order and Section 185 of the OBCA (as modified by the Interim Order and the Plan of Arrangement). This right of dissent is described in detail in the Circular under the heading “Rights of Dissenting Shareholders”. The text of Section 185 of the OBCA, which will be relevant in any dissent proceeding, is set forth in Schedule N to the Circular. Shareholders who wish to dissent and who fail to strictly comply with the dissent procedures set out in the Circular may lose any right of dissent.

Beneficial owners of Common Shares registered in the name of a broker, investment dealer, custodian, nominee or other intermediary (“**Beneficial Shareholders**”) who wish to dissent should be aware that only registered Shareholders are entitled to dissent. Beneficial Shareholders who wish to exercise dissent rights must carefully consider the procedures described in the Circular under the heading “Rights of Dissenting Shareholders”.

DATED at Toronto, Ontario as of the 28th day of August, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

“Stephen J.J. Letwin”

Stephen J.J. Letwin
Chairman of the Board