

UPCO INTERNATIONAL INC.
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 Upco International Inc. (the "**Corporation**") will be held at Suite 200 – 17618 58th Avenue, Surrey, British Columbia on Friday, December 21, 2018 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended December 31, 2017, together with the report of the auditors thereon;
2. to set the number of directors to be elected at three (3);
3. to elect the directors for the forthcoming year two (2);
4. to appoint DMCL Chartered Professional Accountants as auditors of the Corporation and to authorize the directors of the Corporation to fix the auditors' remuneration;
5. to approve the continuance of the Corporation's Stock Option Plan; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the management information circular accompanying this Notice, which is supplemental to and expressly made a part of this Notice. Shareholders of record as of the close of business on November 16, 2018 (the record date) will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 16th day of November 2018.

By Order of the Board of Directors of
Upco International Inc.

"Andrea Pagani"

Andrea Pagani
President and CEO

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING ARE REQUESTED TO COMPLETE, AND DEPOSIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY WITH THE CORPORATION'S TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., IN THE MANNER PROVIDED FOR IN THE ACCOMPANYING CIRCULAR, SUCH THAT IT IS RECEIVED AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS IN THE PROVINCE OF BRITISH COLUMBIA) PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF, IN DEFAULT OF WHICH IT MAY BE TREATED AS INVALID. IN ORDER TO BE REPRESENTED BY PROXY, SHAREHOLDERS MUST COMPLETE AND SUBMIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY.

If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting