



NOTICE OF OUR 2021 ANNUAL AND SPECIAL MEETING

Please join us at our 2021 annual and special meeting of shareholders

WHEN

May 12, 2021
4 p.m. (Eastern time)

WHERE

Virtual only meeting via audio webcast at:
<https://web.lumiagm.com/253484026>
password: "superior2021" (case sensitive)

WHAT THE MEETING WILL COVER

- > **Receiving** our 2020 consolidated financial statements and the related auditor's report (page 17)
- > **Electing** our directors (page 17)
- > **Appointing** our auditor (page 17)
- > **Voting** on renewing our shareholder rights plan (page 18)
- > **Voting** on our approach to executive compensation (page 19)
- > **Considering** any other business properly presented at the meeting (page 20)

YOUR VOTE IS IMPORTANT

The management information circular tells you about the items of business, who can vote and how you can vote. Please read it carefully, and remember to vote.

Whether or not you plan to attend the virtual meeting, you can vote in advance by proxy. Simply complete, date and sign the enclosed proxy or voting instruction form, and mail it in the envelope provided so that it is received no later than 4 p.m. (Eastern time) on May 10, 2021 to: Computershare Trust Company of Canada, Proxy department, 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1.

By order of the board,

"David P. Smith"

David P. Smith
Chair of the Board
Superior Plus Corp.
Toronto, Ontario

March 4, 2021

Where to get a copy of the management information circular and our other documents

We use *notice and access* to deliver meeting materials (this notice and the management information circular) to beneficial holders of our shares. Notice and access is a set of rules developed by the Canadian Securities Administrators (CSA) that allows companies to post meeting materials online, reducing paper and mailing costs.

If you're a registered shareholder or you have given us instructions to send you printed documents, your management information circular is attached to this notice, and we have mailed you a copy of our 2020 consolidated financial statements and related management's discussion and analysis.

All other shareholders can download these documents after March 9, 2021:

- > from our website:
www.superiorplus.com
- > from our profile on SEDAR:
www.sedar.com

If you prefer to have a printed copy of these documents, contact our head office right away and we'll send you one free of charge within three business days after receiving such request. Note that we have to receive your request by **April 19, 2021**:

call toll-free (866) 490-PLUS (7587)
email investor-relations@superiorplus.com
write Superior Plus
401-200 Wellington Street West,
Toronto, Ontario M5V 3C7
fax (416) 340-6030



INFORMATION ON ATTENDING THE VIRTUAL MEETING

Attending the virtual meeting enables registered shareholders and duly appointed proxyholders, including non-registered (beneficial) shareholders who have appointed themselves as proxyholders, to attend the meeting, ask questions and vote, all in real time. Registered shareholders and duly appointed proxyholders can vote at the appropriate times during the meeting. Guests, including non-registered (beneficial) shareholders who have not duly appointed a proxyholder, can log in to the meeting as set out below. Guests can watch the meeting but are not able to vote or ask questions.

- > Log in online at <https://web.lumiagm.com/253484026>. We recommend that you log in at least 15 minutes before the meeting starts
 - > Click "I have a Login" and then enter your 15-digit control number and password: "**superior2021**" (case sensitive)
- OR
- > Click "I am a Guest" and then complete the online form.

Once you login to the virtual meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies. However, in such a case, you will be provided the opportunity to vote by ballot on the matters put forth at the meeting. If you do not wish to revoke all previously submitted proxies, do not accept the terms and conditions, in which case you can only enter the meeting as a guest.

Registered shareholders: The 15-digit control number located on the form of proxy or in the email notification you received is your control number.

Duly appointed proxyholders: Computershare will provide the proxyholder with a 15-digit control number by email after the voting deadline has passed and the proxyholder has been duly appointed **AND** registered.

For a non-registered (beneficial) shareholder to be appointed as proxyholder, you **MUST** submit your voting instruction form, appointing yourself as proxyholder as per the instructions set forth in the form prior to **4 p.m. (Eastern time) on May 10, 2021 (the "proxy deadline")**. **YOU MUST ALSO** register yourself as proxyholder online at <http://www.computershare.com/SuperiorPlus> prior to the proxy deadline and provide Computershare with the required proxyholder contact information so that Computershare may provide the proxyholder with a control number via email. **Failure to register the proxyholder with Computershare will result in the proxyholder not receiving a control number that is required to vote at the meeting and only being able to attend as a guest.**

For U.S. non-registered (beneficial) shareholders to attend and vote at the virtual meeting, you must first obtain a valid legal proxy from the intermediary that holds your shares and then register in advance to attend the meeting. Follow the instructions from your intermediary enclosed with this notice or contact your intermediary to request a legal proxy form. After first obtaining a valid legal proxy form, to then register to attend the meeting, you must submit a copy of your legal proxy to Computershare. Requests for registration should be directed to Computershare by email at uslegalproxy@computershare.com and must be labeled as "Legal Proxy" and be received no later than the proxy deadline. You will receive a confirmation of your registration by email after Computershare receives your registration materials. Please note that **YOU MUST ALSO** register your appointment at <http://www.computershare.com/SuperiorPlus> prior to the proxy deadline.

If you attend the meeting online and intend to vote your shares at the online meeting, it is important that you are connected to the internet at all times during the meeting in order to vote when balloting commences. You should allow ample time to check into the meeting online and complete the related registration.

The situation with COVID-19 continues to evolve as we prepare this circular. It is possible that there may be new restrictions or other regulatory actions prior to the meeting that may impact the procedures or arrangements for the meeting. If any such developments cause a change in the meeting arrangements described in this document, we will advise shareholders by issuing a news release and posting the details on our website at: www.superiorplus.com.

Shareholders with questions about attending the virtual meeting or voting, can contact Computershare at 1(800) 564-6253.