

EARTH ALIVE CLEAN TECHNOLOGIES INC.

BY-LAW NO. 4

ADVANCE NOTICE REQUIREMENT FOR THE NOMINATION OF DIRECTORS

The purpose of this By-law no. 4 is to ensure that shareholder meetings are conducted in an orderly and efficient manner and that all shareholders have access to the same information pertaining to all directors nominated for election so they may cast an informed vote. This section imposes certain deadlines by which shareholders submitting a nominee must provide the required information for such nomination to be eligible for election at a general or special meeting of shareholders.

1. By-Law No. 1 of the Corporation is hereby amended by adding the following as Section 4.13.

4.13 Nomination of Directors

Subject to the provisions of the *Canada Business Corporations Act* (the "**Act**") and the articles of the Corporation (the "**Articles**"), a nominee will not be eligible for election as director of the Corporation unless such nomination is made in accordance with the following procedures.

Nominations of a person for election to the Board of Directors may be made at any annual meeting of shareholders or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:

- a) by the Board of Directors or an authorized officer of the Corporation, including pursuant to a notice of meeting; or
- b) by or at the request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition to call a shareholders' meeting made in accordance with the provisions of the Act; or
- c) by any person (a "**Nominating Shareholder**") who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and who complies with the notice procedures set forth below:
 - i. In addition to any other applicable requirements for a nomination to be made by a Nominating Shareholder, such person must have given timely notice thereof in proper written form to the Corporate Secretary of the Corporation at the registered office of the Corporation in accordance with the requirements of this Section; and
 - ii. To be timely, a Nominating Shareholder's notice to the Corporate Secretary of the Corporation must be made:
 - A. In the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than 50 days after the date on which the first Public Announcement (as defined below) of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following such Public Announcement; and
 - B. In the case of a special meeting (other than an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other

purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first Public Announcement of the date of the special meeting of shareholders was made.

- iii. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice.
- iv. To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary of the Corporation must set forth:

As to each person whom the Nominating Shareholder proposes to nominate for election as a director:

- A. the name, age, business address and residence address of the nominee; and
- B. citizenship of the nominee; and
- C. the principal occupation or employment of the nominee; and
- D. the class or series and number of shares in the share capital of the Corporation which are controlled or which are owned beneficially or of record by the nominee as of the record date for the meeting of shareholders (if such date shall then have been made publicly available) and as of the date of such notice; and
- E. a letter confirming "independent director" status or lack thereof and authorizing the Corporation to disclose all information provided to its shareholders and regulatory authorities;
- F. any other information relating to the nominee that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and securities laws; and
- G. any other information requested by the Corporation, acting reasonably, to determine the eligibility of the nominee.

As to the Nominating Shareholder giving the notice of proposed nominee:

- H. any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Corporation; and
 - I. and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and securities laws (as defined below).
- v. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Section; provided, however, that nothing in this Section 4.13 shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.
 - vi. Notwithstanding any other provision of the General By-Laws, notice given to the Corporate Secretary of the Corporation pursuant to this Section 4.13 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Corporate Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal

executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Montreal time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

- vii. A "Public Announcement" shall mean the disclosure by press release reported by a national news service in Canada or in any document filed by the Corporation under its profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com.
- viii. Notwithstanding the forgoing, the Board may in its sole discretion, waive any requirements of in this Section 4.13.

- 2. By-Law No. 1 of the Corporation, as amended from time to time, and this by-law shall be read together and shall have effect, so far as practicable, as though all of the provisions thereof were contained in one by-law of the Corporation.

This amendment to By-Law No. 1 of the Corporation shall come into force upon being passed by the directors in accordance with the CBCA.

MADE BY THE BOARD this 26th day of November 2014

Earth Alive Clean Technologies Inc.

(s) Anik Gendron

Anik Gendron, Corporate Secretary

