



NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of Shareholders of Critical Elements Corporation (the “**Corporation**”) will be held at the Saint-James Club, 1145 Union Avenue, Montreal, Quebec, on March 21st, 2013, at 2:00 p.m. (Montreal time), for the following purposes:

1. to present to shareholders the financial statements of the Corporation for the financial year ended August 31, 2012, as well as the auditors' report thereon;
2. to elect the directors of the Corporation;
3. to appoint the auditors of the Corporation and to authorize the Board of Directors to fix the auditors' remuneration; and
4. to transact such other business that may properly come before the meeting.

Montreal, February 19, 2013

By order of the Board of Directors

(s) Jean-Sébastien Lavallée

Jean-Sébastien Lavallée, President and Chief
Executive Officer

Since it is desirable that as many shares as possible be represented at the meeting, and we urge any shareholder who is unable to attend the meeting in person, to complete and return the enclosed proxy form.