

# HydroGraph Clean Power Inc.

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## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**” of the holders (“**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of HydroGraph Clean Power Inc. (the “**Company**”) will be held on March 20, 2025, at 2:00 p.m. (Toronto time) / 11:00 a.m. (Vancouver time) at 1133 Melville Street, Suite 2700, Vancouver, British Columbia, V6E 4E5 and also via teleconference, for the following purposes:

- (a) to receive and consider the audited consolidated financial statements of the Company as at and for the financial years ended September 30, 2024 and September 30, 2023, together with the report of the auditor thereon;
- (b) to appoint MNP LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the Board of Directors (the “**Board**”) to fix the remuneration of the auditor;
- (c) to fix the number of the Directors of the Company for the ensuing year at four (4);
- (d) to elect Directors of the Company to hold office for the ensuing year;
- (e) to approve by ordinary resolution the Company’s 15% rolling stock option plan, as more particularly set out in the accompanying information circular of the Company (the “**Circular**”); and
- (f) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Circular.

Shareholders will have the opportunity to participate at the Meeting via teleconference regardless of their geographic location by calling +1-604-901-0719 (Canada and USA). Callers should dial in fifteen to twenty minutes prior to the scheduled time of the Meeting and input conference code 119 730 16# to join the Meeting. **Shareholders will not be able to vote through the teleconference call and we encourage shareholders to vote their Common Shares prior to the Meeting by any of the means described in the Circular.** A shareholder who is unable to attend the Meeting and who wishes to ensure that such Shareholder’s Common Shares will be **voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.**

As set out in the notes, the enclosed proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

**DATED** this 18<sup>th</sup> of February, 2025

By order of the Board of Directors:

*“Kjirstin Breure”*

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Kjirstin Breure  
President, CEO, and Director