

ZINC8 ENERGY SOLUTIONS INC.

#1 - 8765 Ash Street
Vancouver, BC V6P 6T3
Telephone: 604-366-5918

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of shareholders of Zinc8 Energy Solutions Inc. (the "**Company**") will be held at the offices of Suite 1450 - 789 West Pender Street, Vancouver, British Columbia, on Wednesday, December 16, 2020, at the hour of 10:00 a.m. (Pacific Standard time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal year ended December 31, 2019, and the accompanying report of the auditors;
- (2) to set the number of directors of the Company at four (4);
- (3) to elect Ronald MacDonald, Sean Charland, Charn Deol and David Hodge as directors of the Company;
- (4) to appoint Adam Sung Kim Ltd., Chartered Professional Accountants as the auditors of the Company for the fiscal year ending December 31, 2020;
- (5) to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending December 31, 2020;
- (6) to consider and, if thought fit, to approve an ordinary resolution to ratify, confirm and approve the Company's 10% Rolling Stock Option Plan as further described in the information circular (the "**Information Circular**");
- (7) to consider and, if thought fit, to approve an ordinary resolution to ratify, confirm and approve the adoption of the Company's long-term incentive plan as further described in the Information Circular; and
- (8) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Company has fixed October 29, 2020 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

COVID-19

In view of the current and rapidly evolving COVID-19 outbreak, the Company encourages Shareholders not to attend the Meeting in person. No more than 10 persons will be permitted to attend in person at the in-person location for the Meeting. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages Shareholders to vote by proxy prior to the Meeting.

Any person who intends to attend the Meeting in person must register with Janet Ming at least 72 hours in advance and receive approval, by email notice with full name and contact information of shareholder to Janet Ming, jming@zimtu.com.

Shareholders are encouraged to vote on the matters before the meeting by proxy and to join the Meeting by Zoom. The Zoom link will be provided to the public in advance of the AGM by news release. Any person who intends to attend the Meeting via Zoom may but is not required to register his/her name and email address with Janet Ming in advance, by email to Janet Ming, jming@zimtu.com.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 16th day of November, 2020.

By Order of the Board of Directors of

ZINC8 ENERGY SOLUTIONS INC.

“Ronald MacDonald”

Ronald MacDonald
President, Chief Executive Officer,
Executive Chairman and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.