

HydroGraph Clean Power Inc.

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 April 5, 2023, at 11:30 a.m. (Toronto time) / 08:30 a.m. (Vancouver time) 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, 2022 and September 30, 2021, 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 five (5);
- (d) to elect Directors of the Company to hold office for the ensuing year;
- (e) 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 information circular.

To access the Meeting via teleconference, dial: +1 (604) 901-0719, Access Code: 668380343

A shareholder who is unable to attend the Meeting and who wishes to ensure that such Shareholder’s 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 information 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 6th of March, 2023

By order of the Board of Directors:

“Stuart Jara”

Stuart Jara
Director and CEO