

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general and special 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 25, 2026, at 1:00 p.m. (Toronto time) / 10:00 a.m. (Vancouver time), at 700 West Georgia Street, Suite 2200, Vancouver, British Columbia, V7Y 1K8 and also virtually via Zoom or by phone (attendance details below) 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, 2025 and September 30, 2024, 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 consider and, if deemed advisable, pass a resolution ratifying, confirming and approving the Company’s share compensation plan, as such resolution is set forth in the Company’s management information circular dated February 10, 2026 (the “**Circular**”);
- (f) to ratify, confirm, and approve the shareholder rights plan adopted by the Board on September 26, 2025 and as further described in the Circular; and
- (g) 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.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof is February 6, 2026 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof. Only registered Shareholders (“**Registered Shareholders**”) and duly appointed proxyholders (including non-registered (beneficial) Shareholders who have appointed themselves as proxyholder) will be entitled to attend, participate and vote at the meeting.

### **Notice-and-Access**

The Company has elected to use for the Meeting the notice-and-access provisions under National Instrument 54- 101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51- 102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) and together with NI 54-101, the “**Notice-and-Access Provisions**”) of the Canadian Securities Administrators (the “**CSA**”). The Notice-and-Access Provisions are a set of rules developed by the CSA that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post its Circular and any additional materials online.

The Circular and all additional materials have been posted in full on the Company's website at <https://hydrograph.com/financial-reports/> and under the Company's System for Electronic Document Analysis and Retrieval ("SEDAR+") profile at [www.sedarplus.ca](http://www.sedarplus.ca), instead of printing and mailing out paper copies. All Shareholders of record as of the Record Date, will receive a notice and access notification containing instructions on how to access the Circular and all additional materials.

Shareholders may request to receive paper copies of the proxy materials in connection with the Meeting, at no cost, by emailing [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com), or by calling +1-604-559-8880, up to the date of the Meeting or any adjournment(s) or postponement(s) thereof, or thereafter by contacting the Company at +1 (480) 267-2556. Requests may be made up to one (1) year from the date the Meeting materials were filed on SEDAR+. In order to ensure that a paper copy of the Circular and additional materials can be delivered to a Shareholder in time for such Shareholder to review the Circular and return a form of proxy or voting instruction form prior to the deadline to receive proxies, it is strongly suggested that Shareholders ensure their request is received as early as possible. Shareholders who would like more information about the Notice-and-Access Provisions should review the "Notice-and-Access" section included in the Circular.

### **Voting and Attending the Meeting**

Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (Vancouver time) on March 23, 2026, or two (2) business days preceding the date of any adjournment(s) or postponement(s) of the Meeting. If you are unable to attend the Meeting in-person, we encourage you to complete the enclosed form of proxy as soon as possible. If a Shareholder received more than one form of proxy because such holder owns Common Shares registered in different names or addresses, each form of proxy should be completed and returned. The Chair of the Meeting shall have the discretion to waive or extend the proxy deadline without notice. Shareholders are reminded to review the Circular before voting.

If you are not a Registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

For ease and convenience, the Meeting will also be held in a virtual format using the Zoom meeting platform and by phone for the sole purpose to allow Shareholders to listen in on the meeting in real-time. **Shareholders will not be able to vote through the virtual platform or by phone and we encourage shareholders to vote their Common Shares prior to the Meeting by any of the means described in the Circular.** The Company's board of directors and management believe that enabling Shareholders to attend virtually through the Zoom meeting platform or by phone will facilitate greater Shareholder attendance:

To attend the Meeting, please use the details below:

**Join via Direct Meeting Link:**

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[https://millerthomson.zoom.us/j/95759658355?pwd=60HC1bV2CyKNi  
d7OUVfm1GcQCETI3k.1](https://millerthomson.zoom.us/j/95759658355?pwd=60HC1bV2CyKNi<br/>d7OUVfm1GcQCETI3k.1)

**Meeting ID:** 957 5965 8355

**Passcode:** M8prk5RF

**Join via Phone: +1 647 558 0588 (Canada)**

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Find your local number: <https://millerthomson.zoom.us/j/adsiy1H62L>

Callers should dial in fifteen to twenty (15-20) minutes prior to the scheduled time of the Meeting. **Shareholders will not be able to vote through the virtual platform 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.**

**DATED** this 10<sup>th</sup> day of February, 2026.

By order of the Board of Directors:

*"Kjirstin Breure"*

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**Kjirstin Breure**

President, CEO and Director