

## Article 14 of the Articles of Hypercharge Networks Corp. (the “Company”)

### Advance Notice of Nominations of Directors

#### 14.1. In this Article 14:

- (a) “Applicable Securities Laws” means the Securities Act and the applicable securities legislation of each province and territory of Canada, as amended, of which the Company is a reporting issuer or equivalent, from time to time, along with the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the related securities commission and similar regulatory authority of the applicable provinces and territories of Canada;
- (b) “Company Email Address” means the business email address of the Company as specified on the Company’s profile on SEDAR;
- (c) “Company Fax Number” means the fax number of the Company as specified on the Company’s profile on SEDAR;
- (d) “Head Office” means the head office address of the Company as specified on the Company’s profile on SEDAR;
- (e) “Meeting of Shareholders” means such annual meeting of shareholders or special meeting of shareholders, whether general or not, at which one or more persons are nominated for election to the board of directors by a Nominating Shareholder;
- (f) “Nominating Shareholder” has the meaning set out in Article 14(2)(c);
- (g) “Notice Date” has the meaning set out in Article 14(4)(a);
- (h) “Public Announcement” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company on SEDAR;
- (i) “Representation and Agreement” has the meaning set out in Article 14(3)(b);
- (j) “Securities Act” means the British Columbia Securities Act or any successor thereto;
- (k) “SEDAR” means the System for Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com) or any successor filing service for the dissemination of public company disclosure documents in Canada; and
- (l) “Shareholder Notice” has the meaning set out in Article 14(3)(a).

#### 14.2. Subject only to the Business Corporations Act:

Only persons who are nominated in accordance with this Article 14 shall be eligible for election as directors of the Company. Nominations of persons for election to the board of directors may be made for any Meeting of Shareholders:

- (a) by or at the direction of the board of directors or an authorized officer of the Company, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Business Corporations Act, or a requisition for a general meeting of the shareholders made in accordance with the provisions of the Business Corporations Act; or
- (c) by any person (a “**Nominating Shareholder**”):
  - (i) who, on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and

- (ii) who complies with the notice procedures set forth below in this Article 14.

#### **14.3. Nominating Shareholder:**

In addition to any other applicable requirements, a Nominating Shareholder must give the following in order to nominate persons for election as directors:

- (a) timely notice of the nomination in proper written form to the secretary of the Company at the Head Office in accordance with this Article 14 ("**Shareholder Notice**"); and
- (b) a written representation and agreement with respect to each candidate for nomination as required by, and within the time period specified in Article 14(6) ("**Representation and Agreement**").

#### **14.4. Timely Shareholder Notice:**

- (a) in the case of an annual general meeting (which may also be an annual and special meeting of shareholders), not less than 30 and not more than 65 days prior to the date of the annual general meeting; provided, however, that in the event that the annual general meeting is to be held on a date that is less than 50 days after the date (the "Notice Date") on which the first Public Announcement of the date of the annual general meeting was made, the Shareholder Notice may be given not later than 5 p.m. in the time zone of the Head Office on the tenth (10th) day following the Notice Date; and
- (b) in the case of a special meeting (which is not also an annual meeting of shareholders) called for the purpose of electing directors (whether or not called for other purposes), not later than 5 p.m. in the time zone of the Head Office on the fifteenth (15th) day following the first Public Announcement of the date of the special meeting.

#### **14.5. Shareholder Notice:**

To be in proper written form, the Shareholder Notice must set forth:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:
  - (i) the name, age, business address and residential address of the person;
  - (ii) the principal occupation or employment of the person;
  - (iii) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date of notice for the Meeting of Shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
  - (iv) a statement as to whether such person would be "independent" of the Company (within the meaning of section 1.4 and 1.5 of National Instrument 52-110 – Audit Committees of the Canadian Securities Administrators, as such provisions may be amended from time to time or as defined in any successor provision of Applicable Securities Laws governing the independence of directors) if elected as a director at such meeting and the reasons and basis for such determination; and
  - (v) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Business Corporations Act and Applicable Securities Laws; and
- (b) as to the Nominating Shareholder giving the Shareholder Notice,
  - (i) any information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Business Corporations Act and Applicable Securities Laws; and

- (ii) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the Nominating Shareholder as of the record date of notice for the Meeting of Shareholders (if such date shall than have been made publicly available and shall have occurred) and as of the date of such notice.

**14.6. Candidate Eligibility:**

To be eligible to be a candidate for election as a director of the Company and to be duly nominated, a candidate must be nominated in the manner prescribed in this Article 14 and the candidate for nomination, whether nominated by the board of directors or otherwise, must have previously delivered to the secretary of the Company at the Head Office, not less than five (5) days prior to the date of the Meeting of Shareholders, a Representation and Agreement (in the form provided by the Company) that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting, insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person's term in office as a director (and, if requested by any candidate for nomination, the secretary of the Company shall provide such candidate for nomination all such polices and guidelines in effect).

**14.7. Eligible Nominations:**

No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Article 14; provided, however, that nothing in this Article 14 shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Business Corporations Act.

**14.8. Chair of Meeting:**

The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination be disregarded.

**14.9. Delivery of Notice**

Notwithstanding any other provision of these Articles, notice or any delivery given to the secretary of the Company pursuant to this Article 14 may only be given by mail, personal delivery, facsimile transmission or email and shall be deemed to have been given and made only at the time it is sent by mail to the Head Office, served by personal delivery to the Head Office, sent by email to the Company Email Address or sent by facsimile transmission to the Company Fax Number (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5 p.m. in the time zone of the Head Office on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

**14.10. Application:**

Article 14 only applies to the Company if and for so long as it is a public company.

**14.11. Waiving Requirements:**

Notwithstanding the foregoing, the board of directors may, in their sole discretion, waive any requirement in this Article by resolution of the board of directors.

In no event shall any adjournment or postponement of a Meeting of Shareholders or the announcement thereof commence a new time period for the giving of the Shareholder Notice or the Representation and Agreement.