

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares (the "**Common Shares**") of Hypercharge Networks Corp. (the "**Company**") will be held at the offices of the Company, Unit 208, 1075 West 1<sup>st</sup> Street, North Vancouver, British Columbia V7P 3T4, on September 14, 2023 at 10:00 a.m. (Vancouver Time), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 (with comparative statements relating to the preceding fiscal period) together with the report of the auditor thereon;
2. to fix the number of directors of the Company at six (6);
3. to elect six (6) directors of the Company for the ensuing year;
4. to re-appoint Crowe MacKay LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the board of directors to fix their remuneration;
5. to consider and, if thought fit, to approve an amendment of the Company's equity incentive plan, as described in the accompanying management information circular (the "**Circular**"); and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular, which is deemed to form part of this notice of meeting ("**Notice of Meeting**"). The audited consolidated financial statements and related management's discussion and analysis ("**MD&A**") for the Company for the financial year ended March 31, 2023 (including comparative statements relating to the preceding fiscal period) is mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company, on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) or the Company's website at [www.hypercharge.com](http://www.hypercharge.com). This Notice of Meeting is accompanied by the Circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders and a supplemental mailing list return card (collectively, the "**Meeting Materials**"). Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The Meeting Materials will be available at [www.hypercharge.com](http://www.hypercharge.com) and under the Company's profile on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) as of August 2, 2023. The Company will mail paper copies of the applicable Meeting Materials to those registered and beneficial Shareholders who previously elected to receive paper copies. Shareholders who wish to receive paper copies of the Meeting Materials may request copies by email at [corporate@hypercharge.com](mailto:corporate@hypercharge.com). If you have any questions about the information contained in the Circular, or require any assistance in completing your form of proxy, please contact Odyssey Trust Company at the above noted number or contact the Company by e-mail at [corporate@hypercharge.com](mailto:corporate@hypercharge.com).

The accompanying Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice of Meeting. Shareholders are reminded to review the Circular before voting. The procedures by which Shareholders may exercise their right to vote with respect to the matters at the Meeting will vary depending on whether a Shareholder is a registered Shareholder (that is, a Shareholder who holds Common Shares directly in his, her or its own name and is entered on the register of Shareholders) ("**Registered Shareholders**") or a non-registered Shareholder (that is, a Shareholder who holds Common Shares through an intermediary such as a bank, trust company, securities dealer or broker, an "**Intermediary**") ("**Non-Registered Shareholders**").

Your vote is very important to us. Registered Shareholders are entitled to vote at the Meeting or in advance of the Meeting by dating, signing and returning the enclosed form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the form of proxy must be deposited with the Company's registrar and transfer agent, Odyssey Trust Company: (i) by mail, using the enclosed return envelope or one addressed to Odyssey Trust Company, 409 Granville Street, Suite 350, Vancouver, British Columbia V6C 1T2, Attention: Proxy Department; (ii) by hand delivery to Odyssey Trust Company, 409 Granville Street, Suite 350, Vancouver, British Columbia V6C 1T2, Attention: Proxy Department; or (iii) through the internet by using the control number located at the bottom of your form of proxy at <https://login.odysseytrust.com/pxlogin>, on or before 10:00 a.m. (Vancouver time) on August 2, 2023

or not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) prior to the time set for the Meeting or any adjournments or postponements thereof.

Non-Registered Shareholders must seek instructions on how to complete their voting instruction form and vote their Common Shares from their broker, trustee, financial institution or other nominee, as applicable.

Shareholders of record at the close of business on August 2, 2023 are entitled to receive notice of and vote at the Meeting.

If you are a Registered Shareholder and have any questions relating to the Meeting, please contact Odyssey Trust Company by telephone +1-888-290-1175 (toll-free) or 1-587-885- 0960 (direct from inside Canada) or by email via [www.odysseycontact.com](http://www.odysseycontact.com). If you are a Non- Registered Shareholder and have any questions relating to the Meeting, please contact your Intermediary through which you hold your Common Shares or the Company at: +1-866-764-5433 or by email at [invest@hypercharge.com](mailto:invest@hypercharge.com).

If you are a Non-Registered Shareholder and have any questions about how to vote your Common Shares, please contact your Intermediary through which you hold your Common Shares.

DATED at Vancouver, British Columbia this 2<sup>nd</sup> day of August, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF HYPERCHARGE NETWORKS CORP.**

*(signed) "David Bibby"*

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David Bibby  
President & Chief Executive Officer