

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on July 28, 2022 at 11:00 a.m. (Vancouver time)
at 7046 Brown Street, Delta, BC V4G 1G8

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders (each, a “**Shareholder**”) of Northstar Clean Technologies Inc. (the “**Company**”) will be held at 7046 Brown Street, Delta, BC V4G 1G8 on Thursday, July 28, 2022 at 11:00 am (Pacific Standard Time) to consider resolutions for the following purposes:

1. To receive and consider the comparative financial statements of the Company for the financial year ended December 31, 2021, together with the report of the auditor thereon;
2. To set the number of directors at six (6);
3. To elect Aidan Mills, James Currie, James Borkowski, Gregg Sedun, Neil Currie, and Gordon Johnson as directors for the ensuing year;
4. To appoint Davidson & Company LLP as auditor of the Company for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditor;
5. To consider, and if thought fit, to approve the Company's 2022 Equity Incentive Plan, including approval of a 10% rolling plan for stock options and a fixed plan of 6,500,000 common shares for awards of restricted share units, performance share units and deferred share units, all as described in the accompanying management information circular (the “**Information Circular**”); and
6. To transact such other business as may properly be put before the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice of annual general and special meeting (this “**Notice**”).

The board of directors of the Company has fixed June 23, 2022 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.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, ON M5J 2Y1 [Fax: Within North America: 1-866-249-7775, Outside North America: (416) 263-9524] not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof.

If you are a non-registered Shareholder of the Company and received this Notice 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 Delta, British Columbia this 23rd day of June, 2022.

BY ORDER OF THE BOARD OF DIRECTORS OF
NORTHSTAR CLEAN TECHNOLOGIES INC.

/s/ “Aidan Mills”
Aidan Mills, CEO, President & Director