



NOTICE AND ACCESS NOTIFICATION OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that Northstar Clean Technologies Inc. ("**Northstar**" or the "**Company**") has chosen to use the notice and access model for delivery of meeting materials for its 2023 Annual General & Special Meeting (the "**Meeting**") of shareholders. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of receiving a paper copy of the information circular, shareholders receive this notice explaining how to access such materials electronically. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability.

Meeting Date: **Thursday, August 10, 2023 at 11:00 a.m. (Vancouver time)**

Location: **7046 Brown Street, Delta, BC, V4G 1G8**

Purpose of Meeting:

1. To receive and consider the comparative financial statements of the Company for the financial year ended December 31, 2022, together with the report of the auditor thereon (the "**Financial Statements**"), as more particularly described under heading "*Financial Statements*" in the accompanying Information Circular (the "**Information Circular**")
2. To set the number of directors at six (6) as more particularly described under heading "*Setting Number of Directors*" in the Information Circular;
3. To elect directors for the ensuing year, more particularly described under heading "*Election of Directors*" in the Information Circular;
4. To appoint **MNP 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 as more particularly described under heading "*Appointment of Auditors*" in the Information Circular; and
5. To consider and, if thought fit, pass an ordinary resolution of shareholders approving the adoption of the Company's 2023 equity incentive plan, as more particularly described in the Information Circular under the heading "*Particulars of Matters to be Acted Upon – Approval of 2023 Incentive Plan*".

The nature of the business to be transacted at the Meeting is described in further detail in the Information Circular of the Company dated June 28, 2023.

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 to Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, ON M5J 2Y1 or by internet (www.investorvote.com) or telephone voting (1-866-732-VOTE within North America) not less than forty-eight (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.

Notice and Access

The Company is utilizing the Notice-and-Access Provisions that came into effect on February 11, 2013 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**") for distribution of the Information Circular to Shareholders.

The Notice-and-Access Provisions are a set of rules which allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of this Information Circular, the Financial Statements and management's discussion and analysis ("**MD&A**") of the Company's results of operations and financial condition for 2022 may be found on the Company's SEDAR profile at www.sedar.com and on the Company's website at www.northstarcleantech.com under "*Investors/AGM Materials*".

The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Information Circular to some Shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this Information Circular. Shareholders are reminded to review this Information Circular before voting.

Although this Information Circular, the Financial Statements and the MD&A will be posted electronically on-line as noted above, Shareholders will receive paper copies of a “notice package” via prepaid mail containing information prescribed by NI 54-101 and NI 51-102, a form of Proxy or Voting Instruction Form, and supplemental mail list return card for Shareholders to request they be included in the Company’s supplementary mailing list for receipt of the Company’s annual and interim financial statements for the 2023 fiscal year once available.

The Company anticipates that Notice-and-Access will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Shareholders with questions about Notice-and-Access can call the Company’s transfer agent Computershare Trust Company at 1-866-249-7775. Shareholders may also obtain paper copies of the Information Circular, Financial Statements and MD&A free of charge by contacting the Company’s Corporate Secretary at 778-908-2730 or diana@northstarcleantech.com.

Reference is made to the Information Circular of the Company dated June 28, 2023, which contains additional details concerning the matters outlined above.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING. SEE BELOW FOR HOW TO VIEW AND ACCESS OF COPY OF THE INFORMATION CIRCULAR.

WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED

The Information Circular can be viewed online:

- under the Company’s profile at www.sedar.com; or
- at the Company’s website at <https://www.northstarcleantech.com/investors?tab=agm>

HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

Shareholders may request paper copies of the Information Circular be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR.

To request paper copies of the Information Circular before the Meeting, e-mail Diana Mark, Corporate Secretary, at diana@northstarcleantech.com or telephone Diana Mark at 778-908-2730. The Information Circular will be sent to you within three (3) business days of receiving your request. Requests for paper copies must be received by at least July 25, 2023 in order to receive the Information Circular in advance of the proxy deposit date and Meeting. The Information Circular will be sent to such shareholders within three (3) business days of their request if such requests are made before the Meeting. Those shareholders with existing instructions on their account to receive a paper copy of meeting materials will receive a paper copy of the Information Circular with this notification. Shareholders are able to request to receive copies of the Company’s annual and/or interim financial statements and relevant management’s discussion and analysis on the accompanying return card.

VOTING

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote using the methods reflected on your enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by 11:00 a.m. (Vancouver time), on August 8, 2023.

PLEASE VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING

Shareholders with questions about notice and access can call Computershare Trust Company at 1 (866) 249-7775

BOARD RECOMMENDATION

The Board of Directors of Northstar unanimously recommends that Shareholders VOTE FOR all of the proposed resolutions.