HYLQ STRATEGY CORP.
5800 Ambler Drive, Suite 210
Mississauga, ON L4W 4J4

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of shareholders of **HYLQ STRATEGY CORP.** (the "**Corporation**") will be held on **Friday, August 8, 2025**, at the hour of 10:00 a.m. (Eastern time), at the office of Irwin Lowy LLP at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the year ended January 31, 2025, and the report of the auditor thereon;

2. to appoint the auditors of the Corporation and to authorize the directors of the Corporation to fix their remuneration;

3. to elect the directors of the Corporation;

4. to consider and, if deemed advisable, to pass, with or without variation, a resolution to ratify, confirm and approve a resolution of the directors of the Corporation amending the stock option plan (the "**Amended Stock Option Plan**") for directors, officers, employees and consultants of the Corporation and ratifying certain grants of stock options under the Amended Stock Option Plan;

5. to pass, with or without variation, a special resolution to amend the articles of continuance to of the Corporation to allow for the elimination of all shareholdings of less than 1,000 common shares of the Corporation, as more particularly described in and subject to the restrictions described in this supplementary notice; and

6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolutions referred to in item 5 above is attached to this notice as Exhibit "A" hereto.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Corporation's transfer agent and registrar, TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 not later than 10:00 a.m. (Eastern time) on Wednesday, August 6, 2025, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Corporation has by resolution fixed the close of business on Monday, July 7, 2025, as the record date, being the date for the determination of the registered holders of common shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual meeting. Additional information about the Corporation and its financial statements are also available on the Corporation's profile at www.sedarplus.ca.

DATED at Toronto, Ontario this 7th day of July, 2025.

BY ORDER OF THE BOARD

"*Matt Zahab*" (signed)

Chief Executive Officer and Director

EXHIBIT A

SPECIAL RESOLUTIONS OF THE SHAREHOLDERS

OF

HYLQ STRATEGY CORP.

(THE "CORPORATION")

<u>AMENDMENT TO ARTICLES – SHARE SPLIT</u>

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of the Corporation be amended effective Friday, August 8, 2025 (or such other date as the board of directors in its sole discretion may determine) to consolidate the issued and outstanding common shares of the Corporation by changing each of the issued and outstanding common shares into 1/1,000th of a common share; provided, however, that holders of less than one common share on the date that the articles of amendment filed to give effect to such consolidation become effective shall not be entitled to receive a fractional common share following the consolidation but in lieu of any such fractional share shall be entitled to receive a cash payment equal to that number of pre-consolidation common shares which would otherwise result in the fractional share multiplied by the weighted average trading price per pre-consolidation common share on the Canadian Securities Exchange (or such other exchange upon which the pre-consolidation common shares are then listed) during the five consecutive trading days ending on and including the trading day immediately prior to the date on which this resolution is enacted, such payment to be made on presentation and surrender to the Corporation for cancellation of the certificate or certificates representing the issued and outstanding common shares or an affidavit of loss in lieu thereof;

2. any certificates representing less than 1,000 common shares prior to the date that the articles of amendment filed to give effect to such consolidation become effective which have not been surrendered, with all other required documentation, on or prior to the second anniversary of such date, will cease to represent a claim or interest of any kind or nature against the Corporation or the Corporation's registrar and transfer agent, TSX Trust Company;

3. the articles of the Corporation be amended effective Monday, August 11, 2025 (or such other date as the board of directors in its sole discretion may determine) at 12:01 a.m. to subdivide the common shares of the Corporation by changing each of the issued and outstanding common shares into 1,000 common shares;

4. the articles of the Corporation be amended effective Monday, August 11, 2025 (or such other date as the board of directors in its sole discretion may determine) at 12:02 a.m. to subdivide the common shares of the Corporation by changing each of the issued and outstanding common shares into up to ten (10) common shares;

5. any director or officer of the Corporation be and he or she is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts and things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the delivery of articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and

5\. the board of directors is authorized to revoke this resolution in its sole discretion without further approval of the shareholders at any time prior to the endorsement by the Director appointed under the *Business Corporations Act* (Ontario) of a certificate of amendment of articles in respect of the share consolidation referred to in paragraph 1 of this resolution.