

0755461 B.C. LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of 0755461 B.C. Ltd. (the “**Corporation**”) will be held at the offices of Garfinkle Biderman LLP, Dynamic Funds Tower, 1 Adelaide St. East, Suite 801, Toronto, Ontario on June 30, 2025 at 10:00 A.M. (Vancouver time), as it may be postponed or adjourned (the “**Notice**”).

Accompanying this Notice are materials delivered in connection with the Meeting including:

- the Corporation’s annual audited financial statements for the years ended (i) April 30, 2024 and (ii) April 30, 2023;
- the management information circular of the Corporation, dated May 29, 2025, (the “**Circular**”); and
- either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders.

Effective September 28, 2023 as subsequently amended December 11, 2023, January 31, 2024, February 29, 2024, October 15, 2024, and December 16, 2024 the Corporation and Kleen HY-DRO-GEN Inc., a company existing under the laws of the Province of Ontario (“**Kleen**”) entered into a letter agreement (the “**Letter Agreement**”) in respect of a proposed business combination with Kleen (the “**Transaction**”). After the Transaction, the Corporation will adopt the business of Kleen, and it is anticipated that the resulting issuer (the “**Resulting Issuer**”) will list on the Canadian Securities Exchange (“**CSE**”). The **Transaction does not require Shareholder approval; however, certain matters to be considered at the Meeting are necessary in order to prepare the Corporation to complete the Transaction and are conditions to closing of the Transaction.**

The Meeting will be for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the financial years ended (i) April 30, 2024 and April 30, 2023 and (ii) April 30, 2023 and April 30, 2022, and the auditor’s reports thereon;
2. to consider and, if thought advisable, approve with or without variation, an ordinary resolution to fix the number of directors of the Corporation at five;
3. to elect the directors of the Corporation to hold office until the next annual meeting of the Corporation, or until their earlier resignation or such time as their successors are duly elected or appointed;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution re-appointing Stern & Lovrics LLP, as the auditors of the Corporation to hold office until the earlier of the next annual general meeting of the Corporation or the completion of the Transaction, and to authorize the directors of the Corporation to fix the remuneration of the auditor so appointed;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the majority of the Shareholders, to authorize and approve a new option plan,

the full text of which is set forth in Schedule “A” to the Circular, to be implemented only in the event that the Transaction is completed;

6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution appointing DNTW, Chartered Professional Accountants of Toronto, Ontario conditional on and effective following the closing of the Transaction, as the auditor of the Corporation to hold office conditional on and effective following the closing of the Transaction and to authorize the directors of the Corporation to fix the remuneration of the auditor so appointed;
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution authorizing and approving the consolidation of the issued and outstanding Common Shares on the basis of 994.8203431 Common Shares for one (1) post-consolidation Common Share (the “**Consolidation**”), with the timing to be determined by the board of directors of the Corporation (the “**Board**”) at a later date and in its discretion;
8. to consider and, if deemed advisable, to pass, with or without variation, a special resolution approving an amendment to the current Articles and Notice of Articles of the Corporation (the “**Constating Documents**”) by (i) creating a new class of class A voting shares of the Corporation (the “**Resulting Issuer Class A Shares**”), and (ii) changing the designation of the existing Common Shares to class B non-voting shares (the “**Resulting Issuer Class B Non-Voting Shares**”) and amending and restating the Constating Documents to change the rights, privileges, restrictions, and conditions of the re-designated Resulting Issuer Class B Non-Voting Shares (collectively, the “**Share Structure Amendments**”), to be implemented only in the event that all conditions to the Transaction have been satisfied or waived (other than conditions that may be or are intended to be satisfied only after the resolution approving the Share Structure Amendments is implemented);
9. to consider, and, if deemed advisable, pass, with or without variation, an ordinary resolution of, approving and authorizing the issuance of post-Consolidation Common Shares to certain Shareholders, as more particularly described in the Circular;
10. to consider, and, if deemed advisable, pass, with or without variation, an ordinary resolution of the majority of the disinterested shareholders of the Corporation, approving and authorizing the issuance of post-Consolidation Common Shares to certain related parties of the Corporation, as more particularly described in the Circular;
11. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, authorizing and approving the continuance of the Corporation from its jurisdiction in British Columbia under the *Business Corporations Act* (British Columbia) into Ontario under the *Business Corporations Act* (Ontario), and to adopt a new By-Law No. 1 at the discretion of the Board and on the basis set forth in the Circular; and
12. to transact such other business as may properly come before the Meeting or any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Circular.

If you are a Shareholder of record of the Corporation at the close of business on May 22, 2025, you are entitled to receive notice of, participate in, and vote at the Meeting. We encourage you to vote your Common Shares and participate in the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. **Shareholders who** are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, and deposit it with the Corporation's transfer agent, Endeavor Trust Corporation ("**Endeavor**"): (i) by mail or hand delivery to Endeavor at 702-777 Hornby St., Vancouver, British Columbia V6Z 1S4 Canada; (ii) by e-mail at proxy@endeavortrust.com; (iii) by fax: 604-559-8908; and online as listed on Form of Proxy or Voting Instruction Form, by 10:00 a.m. (Vancouver Time) on June 26, 2025 or before 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the proxy is to be used.

Unregistered Shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered Shareholder.

The Board has approved the contents of the Circular. Please review the Circular, as it contains important information about the Meeting, the items of business, and explains who can vote and how to vote.

DATED at Toronto, Ontario, this 29th day of May, 2025.

BY ORDER OF THE BOARD

/s/ "*Richard Paolone*"

Richard Paolone
Chief Executive Officer
0755461 B.C. Ltd.