CHAR TECHNOLOGIES LTD.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the "**Meeting**") of the holders of common shares ("**Common Shares**") of CHAR Technologies Ltd. (the "**Corporation**") will be held at Sears Atrium - George Vari Engineering and Computing Centre, Toronto Metropolitan University, Third Floor, 245 Church St, Toronto, ON M5B 1Z4 at 9:30 a.m. (Toronto time) on May 8th, 2025, for the following purposes:

1. to receive the Corporation's audited financial statements for the year ended September 30th, 2024, and 2023, together with the auditor's report thereon;

2. to elect the board of directors (the "**Board**") of the Corporation for the ensuing year;

3. to appoint the auditors of the Corporation for the ensuing year and to authorize the Board to fix the auditor's remuneration.

4. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders to re-approve the Corporation's amended and restated omnibus long-term incentive plan (the **"A&R Omnibus Plan"**); and

5. to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is March 19, 2025 (the "Record Date"). Shareholders of the Corporation whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

A live teleconference option will be available for shareholders who do not wish to attend in person. The Corporation urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below, regardless of whether they choose to attend the Meeting in person or to use the live teleconference option. Shareholders opting for the live teleconference option can listen to the Meeting by registering in advance using the link provided below:

Date and Time: Thursday, May 8th, 2025 at 9:30 a.m. (Toronto time)

Registration: https://events.teams.microsoft.com/event/826517b8-64af-43ea-aa34-2e1ae283620a@26c9a3bc-6cfd-4e3d-981e-c42c0735ae24
(link will also be provided in CHAR Tech's monthly newsletter on May 1st, 2025, available via www.chartechnologies.com)
***Participants should join approximately 5 to 10 minutes prior to the scheduled start time.**

Shareholders who dial-in or join the Meeting through the call-in or online details above will not be able to vote on the matters put forth at the Meeting. Only those registered shareholders or duly appointed proxyholders who attend the Meeting in person will be permitted to vote at the Meeting.

A registered shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, execute and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, not later than 9:30 a.m. (Toronto time) on Tuesday, May 6, 2025 or if the Meeting is adjourned not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof.

The persons named in the enclosed form of proxy are each a director and/or officer of the Corporation. Every shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons designated in the enclosed form of proxy. If the shareholder wishes to appoint a person or company other than the persons whose names are designated in the form of proxy, they may do so by inserting the name of the shareholder's chosen proxyholder in the space provided in the form of proxy.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

DATED at the City of Toronto, in the Province of Ontario, this 25th day of March 2025.

BY ORDER OF THE BOARD OF DIRECTORS

"Andrew White"

Andrew White
Chief Executive Officer