HydroGraph Announces Adoption of Shareholder Rights Plan

VANCOUVER, British Columbia, Sept. 29, 2025 -- HydroGraph Clean Power Inc. (CSE: HG) (OTCQB: HGRAF) (the "**Company**" or "**HydroGraph**"), announced today that its board of directors (the "**Board**") has approved the adoption of a shareholder rights plan (the "**Shareholder Rights Plan**") pursuant to a shareholder rights plan agreement entered into with Endeavor Trust Corporation, as rights agent, dated September 26, 2025 (the "**Effective Date**").

The Shareholder Rights Plan has been adopted to ensure, to the extent possible, that all shareholders of the Company are treated fairly in connection with any unsolicited take-over bid or other acquisition of control of the Company (including by way of a "creeping" take-over bid) and to provide the Board with the opportunity to identify, solicit, develop and negotiate value-enhancing alternatives to any unsolicited take-over bid.

The Shareholder Rights Plan is not being adopted in response to any specific take-over bid or other proposal to acquire control of the Company, and the Company is not aware of any such pending or contemplated take-over bid or other proposal.

The Shareholder Rights Plan is subject to ratification by the shareholders of the Company within six months of the Effective Date. The Board intends to recommend the ratification of the Shareholder Rights Plan for approval by its shareholders at the Company's next annual meeting of shareholders. If ratified by shareholders, the Shareholder Rights Plan will have an initial term of three years. If the Shareholder Rights Plan is not ratified by the Company's shareholders within six months of the Effective Date, the Shareholder Rights Plan and all rights issued thereunder will terminate and cease to be effective at that time. The Shareholder Rights Plan is similar to rights plans adopted by other Canadian companies and ratified by their shareholders.

A summary of the principal terms and conditions of the Shareholder Rights Plan will be set out in the Company's Management Information Circular to be mailed to shareholders prior to the shareholders meeting. A copy of the complete Shareholder Rights Plan will be filed on the Company's profile pages on SEDAR+ at www.sedarplus.ca.

About HydroGraph
HydroGraph Clean Power Inc. produces pristine graphene through its patented explosion synthesis process, delivering superior purity, energy efficiency, and batch-to-batch consistency. As one of the very few Verified Graphene Producers® certified by The Graphene Council, HydroGraph sets a new industry standard. Learn more at www.hydrograph.com.

Forward-Looking Statements
This release contains certain "forward looking statements" and certain "forward-looking information" as defined under applicable Canadian securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "estimate", "upon" "anticipate", "believe", "continue", "plans" or similar terminology. The forward-looking statements herein include, but are not limited to, statements regarding: the impact of implementing the Shareholder Rights Plan and the ratification of the Shareholder Rights Plan by the Company's shareholders and the timing thereof. Forward-looking statements and information are based on forecasts of future results, estimates of amounts not yet determinable and assumptions that, while believed by management to be reasonable, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of HydroGraph to control or predict, that may cause HydroGraph's actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out herein, including but not limited to: receipt of regulatory and shareholder approvals; HydroGraph's ability to implement its business strategies; risks associated with general economic conditions; adverse industry events; stakeholder engagement; marketing and transportation costs; loss of markets; volatility of commodity prices; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; industry and government regulation; changes in legislation, income tax and regulatory matters; competition; currency and interest rate fluctuations; and other risks. HydroGraph does not undertake any obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management's best judgment based on information currently available.

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