CELESTIAL ACQUISITION CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders of the common shares (collectively, the "**Shareholders**" or individually, a "**Shareholder**") of Celestial Acquisition Corp. (the "**Corporation**") will be held at the offices of Aird & Berlis LLP, Brookfield Place, Suite 1800, 181 Bay Street, Toronto, Ontario, M5J 2T9 on December 5, 2024 at the hour of 10:00 a.m. (Toronto time) for the following purposes:

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

2. to appoint MNP LLP as auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix its remuneration;

3. to elect the directors of the Corporation for the ensuing year;

4. to consider and, if thought appropriate, pass, with or without variation, a resolution approving the Corporation's rolling stock option plan, as more fully described in the accompanying management information circular dated November 1, 2024 (the "**Circular**"); and

5. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Annual and Special Meeting of Shareholders is the Circular and a form of proxy (the "**Proxy**").

The record date for the determination of those Shareholders entitled to receive the Notice of Annual and Special Meeting of Shareholders and to vote at the Meeting was the close of business on October 30, 2024.

Registered Shareholders may choose one of the following options to submit their Proxy: (a) complete, date and sign the Proxy and return it to the Corporation's transfer agent, Odyssey Trust Company, Attention: Proxy Department, by mail to Suite 702, 67 Yonge Street, Toronto, ON M5E 1J8 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the Meeting or any adjournment or postponement thereof; or (b) log on to Odyssey's website at https://vote.odysseytrust.com on or before 10:00 a.m. (Toronto time) on December 3, 2024, or if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays or holidays, preceding the time of such adjourned Meeting, or in either case by such later date and time as the board of directors of the Corporation (the "**Board**") may determine in its sole discretion. Registered Shareholders must follow the instructions provided on the website and refer to the enclosed Proxy for the holder's account number and the proxy access number.

Beneficial Shareholders that hold their Common Shares through an intermediary and have received these materials through their broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

Changes to the Meeting date, time, location and/or means of holding the Meeting may be announced by way of press release. Please monitor the Corporation's press releases for updated information. We do not intend to prepare or mail an amended Circular in the event of changes to the Meeting format.

In lieu of attending the Meeting in person, registered and beneficial Shareholders are strongly encouraged to cast their votes by Proxy or by submitting voting instruction forms. The Meeting will be accessible via teleconference by dialing +1 (437)-703-7440 and inputting meeting ID 432407558#; **however, Shareholders will NOT be able to vote or ask any questions via the live teleconference**. If you intend to listen to the Meeting via teleconference you must vote on the matters prior to the Meeting by completing your Proxy voting instruction form, as applicable.

DATED at Toronto, Ontario this 1st day of November, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

"Jared Bottoms"

Jared Bottoms
Chief Executive Officer and Director