



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual general and special meeting (the “**Meeting**”) of the shareholders of Ostrom Climate Solutions Inc. (“**Ostrom**”) will be held on **Friday, June 2, 2023**, at **11:00 a.m.** (Pacific) at **Suite 300, 948 Homer Street, Vancouver, British Columbia**, and by **telephone conference call (see below)**, for the following purposes:

1. to receive the financial statements for the years ended December 31, 2021 and 2022, and the report of our auditor on those statements;
2. to set the number and elect directors;
3. to appoint Davidson & Company LLP as auditor of Ostrom and to authorize the directors of the Company to fix the remuneration;
4. to consider, and if deemed appropriate, pass, with or without variation, a special resolution approving the alteration to the Company’s Articles such that the Articles, as altered, provide for a casting vote for the chair of the meetings of the board of directors in certain circumstances, all as more particularly described in the accompanying management information circular;
5. to approve the proposed 2023 Option Plan (as defined in the Information Circular) to replace Ostrom’s current 10% rolling stock option plan, as more particularly described in the accompanying management information circular; and
6. to consider any other proper business.

Details of all matters proposed to be put before shareholders at the Meeting are set forth in the accompanying Information Circular and form of proxy and should be read in conjunction with this Notice.

In order to participate in the Meeting via teleconference, shareholders must preregister 15 minutes before the start of the Meeting at <https://bit.ly/3GYvw9j>. Upon registration, participants will receive an individual pin to access the meeting via teleconference, along with the dial-in instructions.

DATED at Vancouver, British Columbia, this 2nd day of May, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Phil Cull*”

Phil Cull, President and Chief Executive Officer

Your vote is important. Whether or not you plan to attend the meeting, we encourage you to complete and return the enclosed form of proxy indicating your voting instructions as soon as possible.

Please complete, date and sign your form of proxy and return it to our transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 (facsimile numbers: within North America 1-866-249-7775; outside North America 1-416-263-9524) – or vote by telephone or through the Internet following the instructions on the form of proxy. **To be valid, a completed form of proxy must be received by our transfer agent by no later than 11:00 a.m. (Pacific) on Wednesday, May 31, 2023, or, if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned meeting.**

If you are not a registered shareholder, please refer to the accompanying Management Information Circular for information on how to vote your shares.