



## 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 **Tuesday, June 25, 2024, at 9:00 a.m. (Pacific) at Suite 400 – 322 Water Street, Vancouver, British Columbia, and by telephone conference call (see below)**, for the following purposes:

1. to receive the financial statements for the year ended December 31, 2023, 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 board of directors in certain circumstances, all as more particularly described in the accompanying management information circular;
5. to approve the previously adopted 10% rolling stock option incentive plan, as required annually by the TSX Venture Exchange; 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, North American 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. A full list of international access numbers is available online at <http://numbers.mercuri.ca> for international callers. International callers will need to press \*0 to speak with an operator to be allowed into the conference.**

DATED at Vancouver, British Columbia, this 17<sup>th</sup> day of May, 2024.

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, 8<sup>th</sup> 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 9:00 a.m. (Pacific) on Thursday, June 20, 2024, 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.