

BLUENERGIES LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of shareholders of BluEnergies Ltd. (the “**Company**”) will be held at Suite 3123 - 595 Burrard Street, Vancouver, British Columbia, Canada V6C 3L6 on Thursday, June 26, 2025 at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended September 30, 2024, together with the independent auditor’s report thereon;
2. to appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the auditor’s remuneration, as more fully described in the management information circular dated May 13, 2025 (the “**Information Circular**”) accompanying this Notice of Meeting;
3. to fix the number of directors of the Company at four (4);
4. to elect the directors for the ensuing year;
5. to consider and if deemed appropriate, to pass, with or without variation, an ordinary resolution approving, ratifying and adopting the amended and restated omnibus incentive plan of the Company dated May 27, 2025 and approving and ratifying the granting of stock options to certain directors, officers and consultants thereunder, as more particularly described in the Information Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the Information Circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The directors of the Company have fixed April 29, 2025 as the record date for the Meeting (the “**Record Date**”). Only shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Endeavor Trust Corporation. Proxies must be completed, dated, signed and returned to Endeavor Trust Corporation, at Suite 702 – 777 Hornby Street, Vancouver, British Columbia, Canada V6Z 1S4 by 10:00 a.m. (Pacific Time) on June 24, 2025, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Fax votes can be sent to 1-604-559-8908 and Internet voting is also available at www.eproxy.ca.

Late proxies may be accepted or rejected by the Chair of the Meeting at his or her discretion and the Chair of the Meeting is under no obligation to accept or reject any particular late proxy. The Chair of the Meeting may waive or extend the proxy cut-off without notice.

In the event of a postal disruption as a result of a Canada Post labour disruption or other cause, please see “*General Proxy Information and Circular Disclosure*” in the Information Circular for information on how to obtain and submit a form of proxy or voting information form, as applicable.

If you are a non-registered shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

DATED at Vancouver, British Columbia, this 27th day of May, 2025.

By Order of the Board of Directors of BluEnergies Ltd.

/s/ Craig Steinke

Craig Steinke
Chief Executive Officer and a Director