

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on August 3, 2021 at 10:00 am PDT
via Zoom <https://us02web.zoom.us/j/8928565361>; Meeting ID: 892 856 5361

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "Meeting") of the shareholders of Hypercharge Networks Corp. ("**Hypercharge**" or the "**Corporation**") will be held via Zoom <https://us02web.zoom.us/j/8928565361>; Meeting ID: 892 856 5361; Telephone 778-907-2071, on Tuesday, August 3, 2021 at 10:00 am PDT to consider resolutions for the following purposes:

1. To receive and consider the comparative financial statements of the Corporation for the financial year ended August 31, 2020, together with the report of the auditor thereon;
2. To set the number of directors at four (4);
3. To elect directors for the ensuing year;
4. To appoint Dale Matheson Carr-Hilton Labonte LLP as auditor of the Corporation for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditor;
5. To consider and, if thought fit, pass an ordinary resolution approving the stock option plan, as more particularly described in the Information Circular under the heading "Particulars of Matters to be Acted Upon - Stock Option Plan"; and
6. To consider and, if thought fit, pass a special resolution approving the amendments to the Company's Articles, as more particularly described in the Information Circular under the heading "Particulars of Matters to be Acted Upon – Amendment to Articles".

SHAREHOLDERS WILL HAVE AN EQUAL OPPORTUNITY TO PARTICIPATE AT THE MEETING REGARDLESS OF THEIR GEOGRAPHIC LOCATION. PARTICIPANTS SHOULD DIAL IN 5-10 MINUTES PRIOR TO THE SCHEDULED START TIME AND ASK TO JOIN THE CALL.

SHAREHOLDERS WILL NOT BE ABLE TO VOTE ON THE CONFERENCE CALL. VOTING WILL BE CONDUCTED EXCLUSIVELY BY PROXY.

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Computershare Trust Company of Canada, United Kingdom Building #350 – 409 Granville Street, Vancouver, BC V6C 1T2 [Fax: Within North America: 1-866-249-7775, Outside North America: (416) 263-9524] not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof. Only Shareholders of record on June 29, 2021 are entitled to receive notice of and vote at the Meeting.

DATED at Vancouver, British Columbia this 29th day of June 2021.

**BY ORDER OF THE BOARD OF DIRECTORS OF
HYPERCHARGE NETWORKS CORP.**

/s/ "David Bibby"
CEO & Director