

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
to be held on November 28, 2022 at 10:00 am PST**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “Meeting”) of the shareholders of Hypercharge Networks Corp. (“**Hypercharge**” or the “**Company**”) will be held on Monday, November 28, 2022 at 10:00 am PST at Unit 208, 1075 West 1<sup>st</sup> Street, North Vancouver, BC V7P 3T4 to consider resolutions for the following purposes:

1. To receive and consider the comparative financial statements of the Company for the financial years ended August 31, 2021 and August 31, 2022, together with the report of the auditor thereon;
2. To set the number of directors at five (5);
3. To elect directors for the ensuing year;
4. To appoint Crowe MacKay LLP as auditor of the Company 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 Company’s Equity Incentive Plan, as more particularly described in the Information Circular under the heading “Particulars of Matters to be Acted Upon – Equity Incentive Plan”; and

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 fax at the office of Odyssey Trust Company, 409 Granville Street, Suite 350, Vancouver, British Columbia V6C 1T2, 1-800-517-4553, or virtually via the link <https://login.odysseytrust.com/pxlogin> 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 October 24, 2022 are entitled to receive notice of and vote at the Meeting.

DATED at Vancouver, British Columbia this 24<sup>th</sup> day of October, 2022

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

/s/ “**David Bibby**  
Director & Chief Executive Officer