



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD JUNE 9, 2022

Notice and Access

Hemisphere Energy Corporation (the "Company") has elected to use the notice-and-access model provided under amendments to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("Notice and Access") for the delivery of meeting materials for its Annual General and Special Meeting to be held on June 9, 2022 (the "Meeting"). Under Notice and Access, shareholders are receiving this notice (the "Notice") containing information on how they may access the Company's management information circular (the "Information Circular") electronically instead of receiving a printed copy. The Company has adopted this alternative means of delivery in order to further its commitment to environmental responsibility and to reduce printing, distribution and mailing costs.

Notice of Meeting

TAKE NOTICE that the Meeting will be held at the Terminal City Club in the Walker Meeting Room located at, 837 West Hastings Street Vancouver, British Columbia on **Thursday, June 9, 2022, at 9:00 a.m. (Pacific Daylight Time)** for the following purposes:

1. to receive and consider the audited annual financial statements of the Company for the year ended December 31, 2021 and the report of the auditor thereon;
2. to fix the number of directors of the Company to be elected at the Meeting at six (6) (see "Fix the Number of Directors" on page 6 of the Information Circular);
3. to elect the directors of the Company for the ensuing year (see "Election of Directors" on page 6 of the Information Circular);
4. to appoint KPMG LLP, Chartered Accountants, as auditors of the Company for the ensuing year and to authorize the Board of Directors to fix the remuneration to be paid to the auditors (see "Appointment of Auditor" on page 8 of the Information Circular);
5. to consider and, if thought advisable, to pass an ordinary resolution approving the Company's Stock Option Plan, as more fully set forth in the Information Circular (see "Approval of Stock Option Plan" on page 8 of the Information Circular)

The nature of the business to be transacted at the Meeting is described in further detail in the Information Circular. **Shareholders are reminded to review the Company's Information Circular prior to voting.** Copies of the Stock Option Plan will be available for inspection by shareholders at the Company's head office at Suite 501, 905 West Pender Street, Vancouver, British Columbia V6C 1L6, during normal business hours up to the date of the Meeting.

Accessing the Information Circular via the Internet

Shareholders may access the Information Circular, and other materials related to the Meeting, on the Company's website at www.hemisphereenergy.ca/investors/shareholder-materials and on SEDAR at www.sedar.com.

Requesting Printed Copies

Shareholders may request a printed copy of the Information Circular, free of charge, by contacting the Company as follows:

Email:	Facsimile:	Telephone:	Mail:
info@hemisphereenergy.ca	(604) 685-9676	Local: (604) 685-9255 Toll free: 1-844-211-9798 Extension: 228	Suite 501, 905 West Pender Street Vancouver, British Columbia V6C 1L6

Shareholders may also use the above contact information to obtain further information on Notice and Access.

To receive the Information Circular in advance of the proxy deposit deadline and Meeting date, the Company estimates that requests for printed copies must be received at least five business days in advance of the proxy deposit deadline set out below.

Shareholders are able to request copies of the Audited Annual Financial Statements and Management's Discussion & Analysis and/or Interim Condensed Financial Statements and Management's Discussion & Analysis by marking the appropriate box on the annual return card included with this Notice.

Voting

The Record Date for the determination of shareholders entitled to receive this Notice and to vote at the Meeting has been established as April 22, 2022.

If you are a registered shareholder and are unable to attend the Meeting, please complete the enclosed form of proxy and return it as soon as possible. To be valid, all proxies must be received by **Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1** by 9:00 a.m. (Pacific Daylight Time) on June 07, 2022. The Chairman of the Meeting has the discretion to accept late proxies and proxies that do not strictly comply with the requirements set out in the Information Circular.

If you are a non-registered shareholder and a non-objecting beneficial owner, you should follow the instructions on the enclosed voting instruction form from Computershare. You should submit your voting instructions to Computershare as soon as possible so that Computershare receives your vote prior to the voting deadline of 9:00 a.m. (Pacific Daylight Time) on June 07, 2022.

If you are a non-registered shareholder and an objecting beneficial owner, you should follow the instructions on your voting instruction form in order to submit your voting instructions to your intermediary or its agent. You should submit your voting instructions to your intermediary or its agent as indicated as soon as possible so that your intermediary or its agent has sufficient time to submit your vote by the voting deadline of 9:00 a.m. (Pacific Daylight Time) on June 07, 2022.

DATED at Vancouver, British Columbia, this 22 day of April 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Don Simmons"*

Don Simmons

President, Chief Executive Officer and Director



Notice of Meeting

Important Notice Regarding the Availability of Proxy Materials for Hemisphere Energy Corporation, Annual General and Special Meeting to be held at Walker Meeting Room, 837 West Hastings Street, Vancouver, British Columbia on June 9, 2022, at 9:00 a.m. (Pacific Daylight Time)

You are receiving this notice to advise that the proxy materials for the above noted securityholders' meeting are available on the Internet. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting. The information circular and other relevant materials are available at:

www.hemisphereenergy.ca/investors/shareholder-materials

OR

www.sedar.com

Persons who have within 14 days of the date of the Meeting: (i) COVID-19 symptoms, or (ii) been in close contact with another person with COVID-19 symptoms, cannot attend the Meeting and should therefore vote only by proxy. The Company also reserves the right to change the location, date and time of the meeting, based on developments with the COVID-19 pandemic.

Obtaining a Copy of the Proxy Materials

If you would like to receive a paper copy of the current meeting materials by mail, you must request one. There is no charge to you for requesting a copy.

Call us Toll Free at 1-844-211-9798 within North America to request a paper copy of the materials for the current meeting.

To ensure you receive the material in advance of the voting deadline and meeting date, all requests must be received by us no later than five business days before the meeting to ensure timely receipt. If you do request the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

To obtain paper copies of the materials after the meeting date, please contact Hemisphere Energy. Contact information is as follows:

Email:	Facsimile:	Telephone:	Mail:
info@hemisphereenergy.ca	(604) 685-9676	Local: (604) 685-9255 Toll free: 1-844-211-9798 Extension: 226	Suite 501, 905 West Pender Street Vancouver, British Columbia V6C 1L6

Securityholder Meeting Notice

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote www.investorvote.com, 1-866-734-VOTE (8683) Toll Free or by mailing the enclosed Voting Instruction form/Proxy for receipt before 9:00 a.m. (Pacific Daylight Time) on June 07, 2022 using the enclosed Business Reply Envelope.

The resolutions to be voted on at the meeting are listed below along with the Sections within the Information Circular where disclosure regarding the matter can be found.

1. to receive and consider the audited annual financial statements of the Company for the year ended December 31, 2021 and the report of the auditor thereon;
2. to fix the number of directors of the Company to be elected at the Meeting at six (6) (see "Fix the Number of Directors" on page 6 of the Information Circular);
3. to elect the directors of the Company for the ensuing year (see "Election of Directors" on page 6 of the Information Circular);
4. to appoint KPMG LLP, Chartered Accountants, as auditors of the Company for the ensuing year and to authorize the Board of Directors to fix the remuneration to be paid to the auditors (see "Appointment of Auditor" on page 8 of the Information Circular);
5. to consider and, if thought advisable, to pass an ordinary resolution approving the Company's Stock Option Plan, as more fully set forth in the Information Circular (see "Approval of Stock Option Plan" on page 8 of the Information Circular);

Annual Financial statement delivery

- No Annual Report (or Annual Financial Statements) is (are) included in this mailing