

NEXT HYDROGEN SOLUTIONS INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Next Hydrogen Solutions Inc. (“**Next Hydrogen**” or the “**Corporation**”) will be held virtually via live video webcast, available online at <https://virtual-meetings.tsxtrust.com/en/1644> using password “nexthydrogen2024” on June 5, 2024, at 1:00 p.m. EST, for the following purposes:

1. to receive the audited consolidated financial statements of Next Hydrogen for the financial year ended December 31, 2023, together with the notes thereto and the auditors’ report thereon;
2. to fix the number of directors to be elected for the ensuing year at seven (7);
3. to elect the board of directors of Next Hydrogen (the “**Board**”) for the ensuing year;
4. to appoint KPMG LLP, Chartered Professional Accountants, as auditors of Next Hydrogen for the ensuing year, at a remuneration to be fixed by the Board;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders to approve, ratify and confirm the grant of 100,000 options with an exercise price of \$0.75 per Common Share to James Franchville, the Chief Operating Officer of the Corporation, and the grant of 200,000 options with an exercise price of \$0.80 per Common Share to Robert Campbell, the Chief Commercial Officer of the Corporation, under the Corporation’s Equity Incentive Plan (the “**Equity Incentive Plan**”), which grant would exceed the 10% limit of allowable Security Based Compensation to be granted to Insiders, as each such term is defined by the TSX Venture Exchange’s (the “**TSXV**”) policies, at any point in time;
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of shareholders to approve, ratify and confirm an amendment to the Equity Incentive Plan to amend the number of Common Shares reserved for issuance pursuant to awards granted under the Equity Incentive Plan; and
7. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the Information Circular accompanying this Notice of Meeting.

A Shareholder may attend the Meeting virtually or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be received by TSX Trust Company, Attention: Proxy Department, 301 -100 Adelaide Street West, Toronto, Ontario M5H 4H1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Ontario) prior to the Meeting or any adjournment or postponement thereof.

The proxyholder has discretion under the accompanying form of proxy to consider such further and other business as may properly be brought before the Meeting or any adjournment thereof. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

If you are an unregistered holder of Common Shares and receive these materials through your broker or through another intermediary, please complete the form of proxy or voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided therein. Late forms of proxy may be accepted or rejected by the Chair of the Meeting in his sole discretion and the Chair is under no obligation to accept or reject any particular late form of proxy.

The record date for the Meeting has been fixed at the close of business on April 16, 2024 (the “**Record Date**”). Only Shareholders of record as at the Record Date are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those Common Shares included in the list of Shareholders prepared as at the Record Date. If a Shareholder transfers Common Shares after the Record Date and the transferee of those Common Shares, having produced properly endorsed certificates evidencing such Common Shares or having otherwise established that the transferee owns such Common Shares, demands, at least 10 days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, such transferee shall be entitled to vote such Common Shares at the Meeting.

DATED this 18 day of April, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF NEXT
HYDROGEN SOLUTIONS INC.**



Raveel Afzaal
President, Chief Executive Officer and Director