



HIGH ARCTIC ENERGY SERVICES INC.

**NOTICE OF THE ANNUAL GENERAL AND SPECIAL
MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, JUNE 19, 2025**

and

MANAGEMENT PROXY AND INFORMATION CIRCULAR

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF HIGH ARCTIC ENERGY SERVICES INC. OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF HIGH ARCTIC ENERGY SERVICES INC.

TO HELD AT:

**Calgary Petroleum Club, Cardium Room
Calgary, Alberta
Thursday, June 19, 2025
At 3:00 p.m.**

DATED May 26, 2025



HIGH ARCTIC ENERGY SERVICES INC.

NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Common Shares**”) of High Arctic Energy Services Inc. (“**High Arctic**” or the “**Corporation**”) will be held in the Cardium Room at the Calgary Petroleum Club, 319 5 Avenue SW, Calgary, AB, T2P 0L5 on Thursday, May June 19, 2025 at 3:00 p.m. for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2024 and the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at four (4);
3. to elect the Board of Directors of the Corporation for the ensuing year;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditors’ remuneration;
5. to consider, and if thought fit, pass an ordinary resolution, as more particularly set forth in the accompanying information circular prepared for the purpose of the Meeting, approving the omnibus incentive plan of the Corporation (the “**Omnibus Plan Resolution**”);
6. in the event that the Omnibus Plan Resolution is not approved, to consider, and if thought fit, pass an ordinary resolution, as more particularly set forth in the accompanying information circular prepared for the purpose of the Meeting, approving of the grant of unallocated options under the stock option plan of the Corporation; and
7. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

DATED this 26th day of May, 2025.

If you do not expect to attend the Meeting and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible through one of the following channels:

- Online: Visit the following website <https://login.odysseytrust.com/pxlogin> or
- By Mail: Please complete and sign the form of proxy enclosed and return it, in the envelope provided, to the Corporation’s transfer agent addressed;

Odyssey Trust Company
Trader’s Bank Building,
Suite 702, 67 Yonge St.
Toronto, ON M5E 1J8

Attn: Proxy Department

All votes must be received by 3:00 p.m. (Calgary time) on Tuesday June 17, 2025 (or at least 48 hours prior to the commencement of any reconvened Meeting in the event of any adjournment(s) or postponement(s) thereof).

If you hold your Common Shares in a brokerage account, you are a non-registered Shareholder or beneficial Shareholder. Beneficial Shareholders who hold their Common Shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of proxy or voting instruction form provided to them by their intermediary, in order to cast their vote.

The Corporation reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to future unforeseen developments, including: (i) making any changes at the Meeting as are required to meet any bylaws, public health edicts or advisories that are in place at the time; (ii) holding the Meeting virtually or by providing a webcast of the Meeting; (iii) hosting the Meeting solely by means of remote communication; (iv) changing the Meeting date and/or changing the means of holding the Meeting; and (v) such other measures as may be recommended by local authorities in connection with gatherings of persons for the Meeting.

Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR+ as well as on the Corporation's website at www.haes.ca. The Corporation strongly recommends that Shareholders check the Corporation's website prior to the Meeting for the most current information. In the event of any changes to the Meeting format, the Corporation will not prepare or mail amended Meeting Proxy Materials.

Your participation as a Shareholder is very important to the Corporation. Please ensure your Common Shares are represented at the Meeting.

**BY ORDER OF THE BOARD OF
DIRECTORS**

(Signed) "Michael J. Maguire"

Michael J. Maguire
Interim Chief Executive Officer