

COELACANTH ENERGY INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO THE SHAREHOLDERS OF COELACANTH ENERGY INC.**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of holders (the "**Shareholders**") of voting common shares ("**Common Shares**") in the capital of Coelacanth Energy Inc. (the "**Corporation**") will be held in the Viking Room, Calgary Petroleum Club at 319 – 5th Avenue S.W., Calgary, Alberta on May 30, 2024 at 10:00 a.m. (Calgary time), for the following purposes:

1. to receive and consider the financial statements of the Corporation as at and for the year ended December 31, 2023;
2. to fix the number of directors at six;
3. to elect directors of the Corporation for the ensuing year;
4. to appoint KPMG LLP as auditors of the Corporation for the ensuing year and to authorize the board of directors to fix their remuneration;
5. to consider and if thought fit, to pass an ordinary resolution, the full text of which is set forth in the accompanying Information Circular, to approve the amended and restated stock option plan for the Corporation, all as more particularly set forth in the Information Circular;
6. to consider and if thought fit, to pass an ordinary resolution, the full text of which is set forth in the accompanying Information Circular, to approve the performance and restricted share unit plan for the Corporation, all as more particularly set forth in the Information Circular; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

**Proxies are being solicited by the management of the Corporation. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it our transfer agent Computershare Investor Services, (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America) or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (Mountain Time) on May 28, 2024, or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting.**

Pursuant to the *Business Corporations Act* (Alberta), a record date for the meeting has been set for April 22, 2024 (the "**Record Date**") and Shareholders of record on the Record Date are entitled to receive notice of and to attend and vote at the Meeting unless after that date a Shareholder of record transfers any Common Shares and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing ownership of such shares, requests, at least 10 days prior to the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote, in which case such transferee shall be entitled to vote such shares at the Meeting.

DATED at Calgary, Alberta, this 22<sup>nd</sup> day of April, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF COELACANTH ENERGY INC.**

Per: (signed) "Robert Zakresky"  
President and Chief Executive Officer