



High Arctic Overseas Holdings Corp.

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 Overseas Holdings Corp. (“**High Arctic**” or the “**Corporation**”) will be held in the offices of DLA Piper (Canada) LLP, Suite 1000, Livingston Place West, 250 2nd Street SW, Calgary, Alberta T2P 0C1 on Thursday, August 28, 2025 at 4:00 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 three (3);
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 deemed advisable, to pass, with or without variation, an ordinary resolution, reapproving the omnibus incentive plan of the Corporation, which provides that the maximum number of Common Shares that may be reserved for issuance under the omnibus incentive plan from time to time shall not exceed 10% of the aggregate number of Common Shares issued and outstanding from time to time, as more particularly set forth in the accompanying Information Circular – Proxy Statement (“**Information Circular**”) accompanying this Notice of Meeting.; and
6. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

DATED this 18th day of July, 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://vote.odysseytrust.com> 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 4:00 p.m. (Calgary time) on Tuesday August 26, 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.higharctic.com. 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
Chief Executive Officer