

STARDUST SOLAR ENERGY INC.
B101 – 9000 Bill Fox Way,
Burnaby, British Columbia, V5J 5J3, Canada
Telephone: 1 (604) 620-6733

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the “**Meeting**”) of shareholders of Stardust Solar Energy Inc. (the “**Corporation**”) will be held on Thursday, September 18, 2025 at 10:00 a.m. (Pacific Time).

The Meeting will be held for the following purposes:

1. to receive and table the consolidated financial statements of the Corporation for its two fiscal years ended December 31, 2024 and December 31, 2023 and December 31, 2023 and December 31, 2022, the reports of the auditor thereon and the related management’s discussion and analyses;
2. to elect five directors of the Corporation for the ensuing year;
3. to appoint Davidson & Company LLP, Chartered Professional Accountants, as Auditors of the Corporation for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. to pass an ordinary resolution to ratify, confirm and approve the Corporation’s new General By-Law No. 1;
5. to pass an ordinary resolution to ratify, confirm and approve the Corporation’s Amended Omnibus Plan, and for continuation until the next annual meeting of the Corporation; and
6. to pass an ordinary resolution to ratify, confirm and approve an increase in the number of Common Shares authorized to be reserved for share awards under the Amended Omnibus Plan.

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice of Annual and Special Meeting (the “**Notice**”) may properly be considered at the Meeting.

The accompanying Management Proxy Circular provides further information respecting proxies and the matters to be considered at the Meeting.

Dated August 17, 2025

BY ORDER OF THE BOARD OF DIRECTORS

S/Mark Tadros

Mark Tadros
Chief Executive Officer

Your vote is important

Registered shareholders who are unable to attend the Meeting in person are requested to complete, date, sign, and return the accompanying form of proxy in accordance with the instructions on the form. If you receive more than one proxy form because you own shares registered in different names or addresses, each proxy form should be completed and returned. To be valid, all proxies must be deposited no later than 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the chair of the Meeting in his discretion, and the chair is under no obligation to accept or reject any particular late proxy.

If you are not a *registered shareholder* of the Corporation and receive these materials through your broker or another intermediary, please complete and sign the proxy or voting information form in accordance with the instructions provided to you by your broker or other intermediary.