

**GREEN IMPACT PARTNERS INC.**  
**Suite 400, 2207 – 4th Street S.W.**  
**Calgary, Alberta, T2S 1X1**

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

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares (the "**Shares**") of Green Impact Partners Inc. (the "**Corporation**") will be held, virtually, on Friday, November 19, 2021 at 10:00 a.m. (MST).

Registered Shareholders ("**Registered Shareholders**") and duly appointed proxy holders may participate in the Meeting *via* a live teleconference. Specifically, Registered Shareholders and duly appointed proxy holders who have properly pre-registered to participate in the Meeting as outlined below will be able to ask questions of management *via* the conference call. All other Shareholders and stakeholders can attend the Meeting *via* teleconference without pre-registering as outlined below but will not be permitted to ask questions during the Meeting.

In order to be permitted to ask questions during the Meeting, Registered Shareholders and duly appointed proxy holders must pre-register *via* the following link prior to the proxy cut-off at time at 10:00 a.m. MST on Wednesday, November 17, 2021:

- <https://services.choruscall.ca/DiamondPassRegistration/register?confirmationNumber=10016837&linkSecurityString=130c1b8143>

After pre-registration has been completed, pre-registered Registered Shareholders and duly appointed proxy holders will see on screen a unique PIN they have been assigned and dial-in phone numbers they will use to join the conference call. These details will also be sent to the pre-registered Registered Shareholders and duly appointed proxy holders by email in the form of a calendar booking. It is recommended that they attempt to connect at least ten minutes prior to the scheduled start time of the Meeting.

All other Shareholders and stakeholders wishing to attend the Meeting by teleconference, but not ask questions, may dial the following toll free, or international toll number approximately five minutes prior to the commencement of the Meeting and ask the operator to join the Meeting:

- Toll-free (Canada/U.S.): 1-800-319-4610, or
- Toll (International): +1-604-638-5340.

The Meeting is to be held for the following purposes:

1. to fix the number of directors to be elected at five (5);
2. to elect the board of directors (the "**Board**") to serve until the next annual meeting of the Shareholders or until their successors are duly elected or appointed;
3. to appoint Deloitte LLP, Chartered Professional Accountants, as auditors of the Corporation to hold office until the conclusion of the next annual meeting of the Shareholders and to authorize the Board to fix the auditors' remuneration;
4. to consider and, if thought advisable, to pass an ordinary resolution as set forth in the accompanying management information circular (the "**Information Circular**"), re-approving the 10% rolling share option plan for the Corporation;
5. to consider and, if thought advisable, to pass an ordinary resolution approving the share unit plan of the Corporation, as further set out in the Information Circular; and

6. to transact such other business as may properly be brought before the Meeting, or any adjournment(s) thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular, which accompanies this notice of annual and special meeting of Shareholders (the "**Notice of Meeting**").

Each person who is a Shareholder of record at the close of business on October 15, 2021 (the "**Record Date**"), will be entitled to notice of, and to attend and vote at the Meeting.

**NOTE OF CAUTION CONCERNING COVID-19 OUTBREAK**

At the date of this Notice and the accompanying Information Circular, it is the intention of the Corporation to hold the Meeting at the location stated above in this Notice of Meeting. We are continuously monitoring the development of the current coronavirus (COVID-19) outbreak ("**COVID-19**"). In light of the rapidly evolving public health guidelines related to COVID-19, we ask the Shareholders to consider voting their Shares by proxy and **NOT ATTEND THE MEETING IN PERSON**. Shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada. We ask that the Shareholders also review and follow the instructions of any regional health authorities of the Province of Alberta, including Alberta Health Services, and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from or outside of Canada within the 21 days immediately prior to the Meeting. All Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Information Circular accompanying this Notice of Meeting.

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 further developments in the COVID-19 outbreak, including: (i) changing the Meeting date and/or changing the means of holding the Meeting; and (ii) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as 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 at [www.sedar.com](http://www.sedar.com). We strongly recommend that you check the Corporation's profile on SEDAR prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Corporation will not prepare or mail amended materials associated with the Meeting.

**THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST THAT ALL SHAREHOLDERS VOTE BY PROXY. THE CONFERENCE NUMBER IS PROVIDED BELOW AND IT ENABLES SHAREHOLDERS AND STAKEHOLDERS TO ATTEND THE MEETING BY TELECONFERENCE, BUT NOT ASK QUESTIONS:**

- **Toll-free (Canada/U.S.): 1-800-319-4610, or**
- **Toll (International): +1-604-638-5340.**

Vancouver, British Columbia  
October 21, 2021

By Order of the Board of Directors  
(Signed) "*Jesse Douglas*"  
Chief Executive Officer and Director

*Shareholders who are unable to attend the Meeting in person are requested to **COMPLETE AND SIGN THE ACCOMPANYING FORM OF PROXY** and forward it in the enclosed envelope to Odyssey Trust Company, Stock Exchange Tower, Suite 1230, 300 – 5th Avenue SW, Calgary, Alberta, T2P 3C4 or by fax to (800) 517-4553 not later than 10:00 a.m. (MST) on November 17, 2021, or 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement or any adjournment of the Meeting, in order for such proxy to be used at the Meeting, or any adjournment(s) thereof.*