

GREEN IMPACT PARTNERS INC.

666 Burrard Street, Suite 2500
Vancouver, British Columbia, V6C 2X8

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 25, 2022 at 9:00 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 and vote *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 9:00 a.m. MST on November 23, 2022:

- <https://services.choruscall.ca/DiamondPassRegistration/register?confirmationNumber=10020580&linkSecurityString=189dd41efc>

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**"), approving the amended and restated 10% rolling share option plan for the Corporation;
5. to consider and, if thought advisable, to pass an ordinary resolution approving the amended and restated 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 21, 2022 (the "**Record Date**"), will be entitled to notice of, and to attend and vote at the Meeting.

A virtual-only meeting format is being adopted which will give all of our Shareholders an equal opportunity to participate at the Meeting regardless of their geographic location or the particular constraints, circumstances or risks they may be facing as a result of COVID-19. Shareholders will not be able to attend the Meeting in person.

*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 9:00 a.m. (MST) on November 23, 2022, 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.*

*Vancouver, British Columbia
October 28, 2022*

By Order of the Board of Directors

*(Signed) "Jesse Douglas"
Chief Executive Officer and Director*