

CHAR TECHNOLOGIES LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of CHAR Technologies Ltd. (the “**Corporation**”) will be held at CHAR Technologies Ltd, 789 Don Mills Road, Suite 403, Toronto, Ontario M3C 1T5 at 10:00 a.m. (Toronto time) on April 28th, 2022, for the following purposes:

1. to receive the Corporation’s audited financial statements for the year ended September 30th, 2021 and 2020, together with the auditor’s report thereon;
2. to elect the board of directors (the “**Board**”) of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the Board to fix the auditor’s remuneration;
4. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders, as more particularly set forth in the Corporation’s information circular enclosed herewith, to ratify, confirm and approve the Corporation’s amended and restated omnibus long-term incentive plan; and
5. to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is Tuesday, March 29th, 2022 (the “Record Date”). Shareholders of the Corporation whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

To proactively manage the unprecedented public health impact of the ongoing coronavirus pandemic (also known as “COVID-19”), as well as Provincial and Federal guidance regarding public gatherings, shareholders and proxyholders are strongly encouraged not to attend the Meeting in person. The COVID-19 virus is causing unprecedented social and economic disruption, and the Corporation wants to ensure that no one is unnecessarily exposed to any risks. Furthermore, so that the Corporation can mitigate any potential risks to the health and safety of shareholders, employees, and the community there will be strict limitations on the number of persons permitted entry to the Meeting and anyone who is not a registered shareholder or proxyholder will not be permitted entry.

The Corporation urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below and to listen to the Meeting through the live teleconference details provided below:

Date and Time: Thursday, April 28th, 2022 at 10:00 a.m. (Toronto time)

Join from a PC, Mac, iPad, iPhone or Android device:

Please click this URL to join.

<https://us02web.zoom.us/j/88093466482?pwd=b1F2eWxzzeHBvRVFMZ>

[mRyNWFZVXNmUT09](#)

Passcode: 841858

Or One tap mobile:

+15873281099,,88093466482#,,,,*841858# Canada

+16473744685,,88093466482#,,,,*841858# Canada

Or join by phone:

Dial (for higher quality, dial a number based on your current location):

Canada: +1 587 328 1099 or +1 647 374 4685 or +1 647 558 0588 or +1

778 907 2071 or +1 204 272 7920 or +1 438 809 7799

US: +1 312 626 6799 or +1 346 248 7799 or +1 646 558 8656 or +1 669

900 9128 or +1 253 215 8782 or +1 301 715 8592

Webinar ID: 880 9346 6482

Passcode: 841858

International numbers available: <https://us02web.zoom.us/j/k4V1XWliq>

***Participants should dial-in or join approximately 5 to 10 minutes prior to the scheduled start time.**

Shareholders who dial-in or join the Meeting through the call-in or online details above will not be able to vote on the matters put forth at the Meeting. Only those registered shareholders or duly appointed proxyholders who attend the Meeting in person will be permitted to vote at the Meeting.

The COVID-19 pandemic is dynamic and continues to evolve daily. If events arise that require the Corporation to make changes to the date, time and/or location of the Meeting it will promptly notify shareholders and communicate any changes through a press release. The Corporation intends to resume holding unrestricted in-person shareholder's meetings in future years.

A registered shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, execute and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, not later than 10:00 a.m. (Toronto time) on Tuesday, April 26th, 2022 or if the Meeting is adjourned not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof.

The persons named in the enclosed form of proxy are each a director and/or officer of the Corporation. Every shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons designated in the enclosed form of proxy. If the shareholder wishes to appoint a person or company other than the persons whose names are designated in the form of proxy, they may do so by inserting the name of the shareholder's chosen proxyholder in the space provided in the form of proxy.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney

thereof duly authorized.

DATED at the City of Toronto, in the Province of Ontario, this 30th day of March, 2022

BY ORDER OF THE BOARD OF DIRECTORS

“Andrew White”

Andrew White
Chief Executive Officer