

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 Sears Atrium - George Vari Engineering and Computing Centre, Toronto Metropolitan University, Third Floor, 245 Church St, Toronto, ON M5B 1Z4 at 10:00 a.m. (Toronto time) on March 30th, 2023, for the following purposes:

1. to receive the Corporation’s audited financial statements for the year ended September 30th, 2022, and 2021, 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 to re-approve the Corporation’s amended and restated omnibus long-term incentive plan (the “**A&R Omnibus 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 February 21, 2023 (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.

The Corporation is pleased to be able to resume holding unrestricted in-person shareholder’s meetings. A live teleconference option will be available for shareholders who do not wish to attend in person.

The Corporation urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below, regardless of whether they choose to attend the Meeting in person or to use the live teleconference option. Shareholders opting for the live teleconference option can listen to the Meeting using the details provided below:

Date and Time: Thursday, March 30th, 2023 at 10:00 a.m. (Toronto time)

Join via Zoom Audio

Canada:+17806660144,,89313315372#,,,,*478534# or +12042727920,,89313315372#,,,,*478534#

Or Dial in:

Canada: +1 780 666 0144 or +1 204 272 7920 or +1 438 809 7799 or +1 587 328 1099 or +1 647 374 4685 or +1 647 558 0588 or +1 778 907 2071

US: +1 346 248 7799 or +1 360 209 5623 or +1 386 347 5053 or +1 507 473 4847 or +1 564 217 2000 or +1 646 931 3860 or +1 669 444 9171 or +1 669 900 6833 or +1 689 278 1000 or +1 719 359 4580 or +1 929 205 6099 or +1 253 205 0468 or +1 253 215 8782 or +1 301 715 8592 or +1 305 224 1968 or +1 309 205 3325 or +1 312 626 6799

Webinar ID: 893 1331 5372

Passcode: 478534

***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.

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, March 28, 2023 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 or her 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 10th day of February, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Andrew White"

Andrew White
Chief Executive Officer