NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “Meeting”) of the shareholders (each, a “Shareholder”) of Northstar Clean Technologies Inc. (the “Company”) will be held at 7046 Brown Street, Delta, British Columbia on Wednesday, December 15, 2021 at 11:00 am (Vancouver time) to consider resolutions for the following purposes:

1. To receive and consider the comparative financial statements of the Company for the financial year ended December 31, 2020, together with the report of the auditor thereon;

2. To set the number of directors at six (6);

3. To elect Aidan Mills, Neil Currie, James Borkowski, James Currie, Gregg Sedun and Gordon Johnson as directors for the ensuing year;

4. To appoint Davidson & Company LLP as auditor of the Company for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditor;

5. To consider and, if thought fit, pass an ordinary resolution approving the adoption of the Company’s omnibus equity incentive plan, as more particularly described in the accompanying information circular (the “Information Circular”) under the heading “Particulars of Matters to be Acted Upon – Omnibus Equity Incentive Plan”; and

6. To transact such other business as may properly be put before the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice of annual general and special meeting (this “Notice”).

The board of directors of the Company has fixed November 12, 2021 as the record date for the determination of Shareholders entitled to Notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to such Notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, ON M5J 2Y1 [Fax: Within North America: 1-866-249-7775, Outside North America: (416) 263-9524] not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof.

In view of COVID-19, the Company encourages Shareholders not to attend the Meeting in person. No more than 10 persons will be permitted to attend in person at the in-person location for the Meeting. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages Shareholders to vote prior to the Meeting.

Any person who intends to attend the Meeting in person must register with the Company’s corporate secretary at least 72 hours in advance and receive approval, by calling Diana Mark at 778.908.2730 or by email at Diana@greystonecorp.com.

If you are a non-registered Shareholder of the Company and received this Notice and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Delta, British Columbia this 12th day of November, 2021

BY ORDER OF THE BOARD OF DIRECTORS OF
NORTHSTAR CLEAN TECHNOLOGIES INC.

/s/ “Neil Currie”  
NEIL CURRIE, Director