



ORCA ENERGY GROUP INC.

Notice of Annual General and Special Meeting of Shareholders

Notice is hereby given that the annual general and special meeting (the "**Meeting**") of shareholders of Orca Energy Group Inc. (the "**Company**") will be held at The Mayfair Hotel, Meeting Room 9, Stratton Street, London, United Kingdom, W1J 8LT on the 17th day of June, 2026 at 10.00 a.m. (London time) or any adjournment(s) thereof for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2025 together with the report of the auditors thereon;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to elect directors;
4. to consider, and if deemed advisable, to pass, with or without variation, a resolution of shareholders pursuant to the memorandum and articles of association of the Company and the policies of the TSX Venture Exchange, the full text of which is attached as Exhibit A to the accompanying management information circular dated May 13, 2026 (the "**Circular**"), approving the sale of more than 50% of the Company's business through the sale of all of the issued and outstanding shares of PAE PanAfrican Energy Corporation, the Company's wholly-owned Mauritian holding subsidiary, to Taifa Gas Tanzania Limited and Amber Energy Investment L.L.C-FZ (the "**Purchasers**") (the "**Transaction**") and the purchase price payable by the Purchasers under the Transaction, pursuant to the terms of a share purchase agreement dated April 10, 2026, among the Company and the Purchasers; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

Particulars of the matters referred to above are set forth in the Circular accompanying and forming part of this Notice of Annual General and Special Meeting of Shareholders.

Shareholders of the Company who are unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy to the Secretary of the Company in care of TSX Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1, Attn: Proxy Department or by facsimile to (416) 607-7964 or at www.meeting-vote.com. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the province of Alberta) prior to the time of the Meeting or any adjournments thereof. Shareholders are cautioned that the use of the mail to transmit proxies is at each shareholder's own risk.

The board of directors of the Company has fixed the record date for the Meeting at the close of business on May 13, 2026 (the "**Record Date**"). Each shareholder is entitled to one vote for each Class B Subordinate Voting Share in the capital of the Company and 20 votes for each Class A Common Voting Share in the capital of the Company shown as registered in the shareholder's name on the list of shareholders prepared as of the Record Date. However, in the event of any transfer of shares by any such shareholder after such date, the transferee is entitled to vote those shares if the transferee produces properly endorsed share certificates or otherwise establishes that the transferee owns the shares, and requests TSX Trust Company, as transfer agent, at Telus Sky Building, 2110, 685 Centre Street S.W., Calgary, AB T2G 1S5 or 301, 100 Adelaide Street West, Toronto, ON M5H 4H1 to include the transferee's name in the shareholders' list not later than ten days before the Meeting.

DATED May 13, 2026.

By Order of the Board of Directors

(Signed) "*David W. Ross*"
David W. Ross
Chair