ORCA ENERGY GROUP INC.

Notice of Special Meeting of Shareholders

Notice is hereby given that a special meeting (the "**Meeting**") of holders (the "**Shareholders**") of Class A Common Shares and Class B Subordinate Voting Shares (collectively, the "**Shares**") of Orca Energy Group Inc. (the "**Company**") will be held at St Martins Hotel, 45 St Martin's Lane, London, United Kingdom, WC2N 4HX, on November 24, 2026 at 10:00 a.m. (London time) or any adjournment(s) thereof for the following purposes:

1. to consider, and if thought advisable, to pass, with or without variation, an advisory, non-binding resolution (the "**Dissolution Resolution**"), the full text of which is set forth in Exhibit A to the accompanying management information circular dated October 23, 2026 (the "**Circular**"), authorizing the Board of Directors of the Company (the "**Board**") to explore options for, and progress the planning of, a voluntary liquidation of the Company (the "**Dissolution**") pursuant to the BVI Business Companies Act (the "**BVIBCA**") at a time to be determined by the Board in its discretion and with obtaining further approval of the Shareholders at the appropriate time, all as more particularly described in the Circular;

2. to consider, and if thought advisable, to pass, with or without variation, an resolution (the "**Delisting Resolution**"), the full text of which is set forth in Exhibit B to the Circular, approving the voluntary delisting of the Shares (the "**Delisting**") from the TSX Venture Exchange (the "**TSXV**") at a time to be determined by the Board in its discretion and without further approval of the Shareholders of the Company, provided that if the Delisting has not occurred by June 30, 2027, the Board will not be authorized to proceed with the Delisting without obtaining further approval of the Shareholders, all as more particularly described in the Circular; and

3. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Delisting Resolution is subject the TSXV's "Majority of the Minority Approval" rule, and therefore must be approved by an affirmative vote of a simple majority of the votes cast by Shareholders present in person or represented by proxy and entitled to vote at the Meeting, excluding those votes attached to Shares held by promoters, directors, officers and other insiders of the Company, and their associates and affiliates, to be effective for the purposes of the TSXV.

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

Shareholders may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof are requested to date, sign and return the enclosed form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed proxy must be received by TSX Trust Company: (i) by mail using the enclosed return envelope or one addressed to TSX Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1, Attn: Proxy Department or (ii) by facsimile to (416) 607-7964 or (iii) electronically 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 proxyholder has discretion under the accompanying form of proxy to consider such further and other business as may properly be brought before the Meeting or any adjournment thereof. Shareholders who

are planning on returning the accompanying form of proxy are encouraged to review the Circular carefully before submitting the proxy form.

If you are not a registered holder of Shares and receive these materials through your broker or through another intermediary, please complete the form of proxy or voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided therein.

The board of directors of the Company has fixed the record date for the Meeting at the close of business on October 20, 2026 (the "**Record Date**"). Each shareholder is entitled to one vote for each Class B Subordinate Voting Share in the Company and 20 votes for each Class A Common Share in 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 sufficient evidence of such transfer or otherwise establishes that the transferee owns the shares, and TSX Trust Company, as transfer agent, at Telus Sky Building, 2110, 685 Centre Street S.W., Calgary, Alberta T2G 1S5 or 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1 includes the transferee's name in the shareholders' list not later than ten days before the Meeting.

DATED at the City of Calgary, in the Province of Alberta, this 23rd day of October, 2026.

BY ORDER OF THE BOARD OF DIRECTORS OF ORCA ENERGY GROUP INC.

(Signed) "*David W. Ross*"
David W. Ross
Chair
Orca Energy Group Inc.