1133 Melville Street, Suite 2700
Vancouver, British Columbia, V6C 4E5

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the holders of common shares ("**Shareholders**") of Terra Clean Energy Corp. (the "**Company**") will be held at the offices of DLA Piper at Suite 2700, 1133 Melville Street, Vancouver, British Columbia, Canada on **Monday, December 14, 2026**, at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company as at and for the financial year ended December 31, 2025, together with the report of the auditor thereon;
2. to re-appoint Crowe MacKay LLP, Chartered Professional Accountants as auditors for the Company for the ensuing year and authorize the board of directors to fix the remuneration of the auditor;
3. to set the number of the directors of the Company for the ensuing year at four (4);
4. to elect directors to hold office for the ensuing year;
5. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution re-approving the Company's existing omnibus incentive plan, (the "Compensation Plan") as more fully set out under the heading the "Approval of Compensation Plan" in the attached Information Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

We strongly encourage Shareholders to vote their common shares prior to the Meeting by proxy, prior to the proxy cut-off at 10:00 a.m. on Thursday, December 10, 2026.

As set out in the notes, the enclosed proxy is solicited by management but, you may amend it, if you so desire, by striking out then names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED this 30th day of October, 2026.

By order of the Board of Directors

TERRA CLEAN ENERGY CORP.

/s/ "Greg Cameron"

Greg Cameron
Director and Chief Executive Officer