

GREEN SHIFT COMMODITIES LTD.
401 – 217 Queen Street West
Toronto, Ontario M5V 0R2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of shareholders (“**Shareholders**”) of Green Shift Commodities Ltd. (the “**Corporation**”) will be held at 217 Queen Street West, Suite 401, Toronto, Ontario, Toronto, Ontario M5V 0R2, on June 26, 2024, at 1:00 p.m. (Eastern time) for the following purposes:

1. to receive the audited consolidated financial statements for the year ended December 31, 2023, and the auditors’ report thereon;
2. to elect the Corporation’s directors for the ensuing year;
3. to appoint Buckley Dodds CPA, as the Corporation’s auditors and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Corporation’s equity based incentive plan;
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution approving an amendment to the articles of the Corporation to provide that the authorized capital of the Corporation be altered by consolidating all of the issued and outstanding common shares of the Corporation on the basis of one post-consolidation Common Share for every five outstanding pre-consolidation Common Shares, or such other lower consolidation ratio as the board of directors may determine advisable, in its sole discretion; and
6. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Details of the foregoing matters are described in the management information circular of the Corporation dated May 27, 2024, which accompanies this notice.

The Board has fixed May 21, 2024, as the record date (the “**Record Date**”) for determining the Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting. To be effective, the completed form of proxy must be received by our transfer agent, Odyssey Trust Company, 702 – 67 Yonge Street, Toronto ON M5E 1J8, facsimile (416) 361-0470, not later than 1:00 p.m. (Eastern time) on June 24, 2024, or no later than 48 hours (excluding Saturdays, Sundays, and holidays) before the time to which the Meeting has been rescheduled, if it has been postponed or adjourned.

If you are a non-registered holder of common shares of the Corporation and have received these materials through your broker, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

DATED at Toronto, Ontario as of the 27th day of May 2024.

BY ORDER OF THE BOARD OF DIRECTORS

“Trumbull Fisher”

Trumbull Fisher
Chief Executive Officer and Director