

## SERNOVA CORP.

### Notice of Annual and Special Meeting of Shareholders

**NOTICE IS HEREBY GIVEN THAT** the Annual and Special Meeting of Shareholders (the “**Meeting**”) of Sernova Corp. (the “**Corporation**”) will be held virtually on Tuesday, January 7, 2025 at 1:00 p.m. (Eastern Time).

The Meeting will be conducted as a virtual meeting only. Shareholders and duly appointed proxyholders may attend the virtual Meeting at <https://virtual-meetings.tsxtrust.com/1722>. The Meeting is being held for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for its fiscal year ended October 31, 2024 (the “**2024 Financial Statements**”), together with the auditor’s report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to reappoint KPMG LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor’s remuneration to be paid to the auditor;
4. to consider, and if appropriate, to approve, with or without variation, a special resolution, the full text of which is set out in the Circular, to approve the continuance of the Corporation as a British Columbia corporation to be governed by the provisions of the Business Corporations Act (British Columbia), to adopt the New Articles (as defined herein), and to alter the Corporation’s authorized share structure by creating an unlimited number of Preferred Shares (as defined herein);
5. to consider, and if appropriate, to approve an ordinary resolution of shareholders to approve the increase of the fixed maximum number of common shares of the Corporation (the “**Common Shares**”) to be reserved for issuance upon exercise of stock option grants (the “**Options**”) pursuant to the stock option plan of the Corporation (the “**Option Plan**”), subject to regulatory approval, as described in the Circular;
6. to consider, and if appropriate, to approve an ordinary resolution of shareholders to approve the conditional grant on October 22, 2024 of an aggregate of 5,500,000 Options to officers of the Corporation under the Option Plan; and
7. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.


No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice of Annual and Special Meeting of Shareholders (the “**Notice**”) may properly be considered at the Meeting. The Meeting will be held **virtually**. You can participate online using your smartphone, tablet or computer. You will need the latest version of Chrome, Safari, Edge or Firefox. By participating online, you will be able to listen to a live audio cast of the Meeting, ask questions online and submit votes in real time. You may also provide voting instructions before the Meeting by completing the form of proxy (the “**Proxy Instrument**”) or voting information form (“**VIF**”) that has been provided to you.


Particulars of the foregoing matters are set forth in the Circular. The Corporation has elected to use the notice-and-access provisions under National Instrument 51-102 - *Continuous Disclosure Obligations* and National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting*

*Issuer* (collectively, the “**Notice-and-Access Provisions**”) adopted by the Canadian Securities Administrators for the Meeting to reduce its mailing costs and volume of paper with respect to the materials distributed for the purpose of the Meeting. The Notice-and-Access Provisions are a set of rules that permit the Corporation to post the Meeting materials, 2024 Financial Statements and accompanying management's discussion and analysis (“**MD&A**”), online rather than making a traditional physical delivery of such materials. Under Notice-and-Access Provisions, instead of receiving a paper copy of the Circular, Shareholders will receive a Notice-and-Access Notification and a form of proxy. In the case of beneficial (non-registered) shareholders, they will receive the Notice-and-Access Notification and a VIF. The form of proxy / VIF enables Shareholders to vote. The Corporation will not use procedures known as “stratification” in relation to the use of the Notice-and-Access Provisions.

Shareholders are directed to read the Circular carefully and in full in evaluating the matters for consideration at the Meeting. The Circular, 2024 Financial Statements, MD&A and other relevant materials are available on the Corporation’s website at [www.sernova.com/investor/agm](http://www.sernova.com/investor/agm), for a minimum of one year, and under the Corporation’s directory on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Any shareholder who wishes to receive a paper copy of such documents free of charge should contact the Corporation’s registrar and transfer agent, TSX Trust Company by email at [tsxt-fulfilment@tmx.com](mailto:tsxt-fulfilment@tmx.com), or by phone at 1-888-433-6443 (toll free). In order to be certain of receiving such materials in time to submit their vote by **1:00 p.m. (Eastern Time) on January 3, 2025** (the “**Proxy Deadline**”) to vote before the Meeting, the request should be received by the TSX Trust Company by December 20, 2024. A Shareholder may also use the toll-free number noted above to obtain additional information about Notice-and-Access Provisions or to obtain a paper copy of the Circular, up to and including the date of the Meeting, including any adjournment of the Meeting.

The record date for the determination of shareholders of the Corporation entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof (the “**Record Date**”), is November 12, 2024. Shareholders of the Corporation whose names have been entered in the register of shareholders of the Corporation at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

Voting Method	<p align="center"><b>Registered Shareholders</b> (if your securities are held in your name and represented by a physical certificate or DRS statement)</p> <p align="center"><u>AND</u></p> <p align="center"><b>Non-Objecting Beneficial Owners</b> (“<b>NOBOs</b>” as defined in the Circular)</p>	<p align="center"><b>Objecting Beneficial Owners</b> (“<b>OBOs</b>” as defined in the Circular)</p>
	<p align="center">Go to <a href="http://www.meeting-vote.com">www.meeting-vote.com</a>. Enter the control number printed on your form of proxy (or Voting Instruction Form (“<b>VIF</b>”)) and follow the instructions on screen.</p> <p align="center"><u>or</u></p> <p align="center">Complete, date and sign the proxy (or VIF), then scan and email your completed proxy (or VIF) to <a href="mailto:proxyvote@tmx.com">proxyvote@tmx.com</a>.</p>	<p align="center">Go to <a href="http://www.proxyvote.com">www.proxyvote.com</a>. Enter the 16-digit control number printed on your VIF and follow the instructions on screen.</p>

<p style="text-align: center;"><b>Mail</b></p> 	<p style="text-align: center;">Enter voting instructions, sign and date the form of proxy (or VIF) and return your completed form of proxy (or VIF) in the enclosed postage paid envelope to:</p> <p style="text-align: center;"><b>TSX Trust Company P.O. Box 721 Agincourt, Ontario M1S 0A1</b></p>	<p style="text-align: center;">Enter your voting instructions, sign and date the VIF, and return the completed VIF in the enclosed postage paid envelope.</p>
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**While registered shareholders are entitled to attend the Meeting, we strongly recommend that all Shareholders vote by proxy, so that their votes are received for the Meeting. Accordingly, we ask that registered shareholders 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 Circular.** To be effective, the Proxy must be duly completed and signed and then deposited with the Corporation’s registrar and transfer agent, TMX Trust Company, P.O. Box 72, Agincourt, Ontario, M1S 0A1, or voted via telephone, or via the internet (online) as specified in the Proxy, no later than 1:00 p.m. (Eastern Time), on January 3, 2025.

**If you hold your Common Shares in a brokerage account, you are a non-registered shareholder (“Beneficial Shareholder”).** Beneficial Shareholders who hold their Common Shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of proxy or VIF provided to them by their intermediary, in order to cast their vote, or in order to notify the Corporation if they plan to attend the Meeting.

**DATED** at London, Ontario this 30th day of November, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Jonathan Rigby”*  
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Jonathan Rigby  
Chief Executive Officer and Chair