

POWER GROUP PROJECTS CORP.

520 – 999 West Hastings Street
Vancouver, BC V6C 2W2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of shareholders of **Power Group Projects Corp.** (the "**Company**") will be held online only via a virtual meeting portal, through which shareholders can listen to the Meeting and submit questions, on **Thursday, October 19, 2023**, at the hour of 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the years ended January 31, 2022 and January 31, 2023, and the report of the auditors thereon;
2. to pass, with or without variation, an ordinary resolution fixing the number of directors of the Company at four (4);
3. to elect the directors of the Company;
4. to confirm the appointment by the board of directors of, and to appoint, the auditors of the Company and to authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of shareholders approving and confirming the stock option plan of the Company; and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The accompanying management information circular (the "**Circular**") provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual general and special meeting ("**Notice**"). Also accompanying this Notice are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedar.com.

The board of directors of the Company has by resolution fixed the close of business on Thursday, September 14, 2023 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof.

Registered shareholders who are unable to attend the Meeting, are requested to date, complete and sign the enclosed form of proxy so that as large a representation as possible may be had at the Meeting, and deliver it in accordance with the instructions set out in the form of proxy and in the accompanying Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the Form of Proxy or Voting Instruction Form to ensure that their common shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

ZOOM MEETING DETAILS:

In order to dial into the Meeting within Canada, shareholders can phone 1.778.907.2071 or in the United States, shareholders can phone 1.669.900.6833 and enter the Meeting ID and Password noted below.

Alternatively, you can find your local number at: <https://zoom.us/j/83140796703>

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link:

<https://us02web.zoom.us/j/83140796703?pwd=Tyt0a29ENUdTUEdnVXF3cnRORmQ2dz09>

Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 831 4079 6703

Passcode: 279792

In order to assist the Scrutineer with attendance, Shareholders are asked to log into the Meeting with their First and Last Names.

DATED at Vancouver, BC this 14th day of September, 2023.

BY ORDER OF THE BOARD

"David Kwok" (signed)

Chief Financial Officer and Director