

POWER GROUP PROJECTS CORP.

309 – 2912 West Broadway Street
Vancouver, BC V6K 0E9

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 **Friday, December 27, 2024**, at the hour of 10:00 AM (Vancouver time), for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended January 31, 2024, together with the auditor's report thereon;
2. to set the number of directors at three (3);
3. to elect the directors of the Company;
4. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
5. to consider, and, if thought appropriate, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the "*Approve the Equity Incentive Plan*" section of the Circular (as defined below), to approve the proposed new omnibus equity incentive plan of the Company, which includes authorizing all unallocated options, rights and other entitlements issuable thereunder; 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.sedarplus.ca.

The board of directors of the Company has by resolution fixed the close of business on Monday, October 28, 2024 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/u/acjmEywjak>

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/83527104349?pwd=M4pG8jDwkOVjxFN7hDhjTO6m7simpp.1>

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

Meeting ID: 835 2710 4349

Passcode: 398062

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 28th day of October, 2024.

BY ORDER OF THE BOARD

"*Scott Hayduk*" (signed)

Director