

POWER GROUP PROJECTS CORP.

**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS
ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON FRIDAY, DECEMBER 27, 2024**

You are receiving this notification because **Power Group Projects Corp.** (the “**Company**”) has opted to use the “notice and access” model for the delivery of its management information circular (the “**Information Circular**”) to the holders (the “**Shareholders**”) of common shares in the capital of the Company in respect of its annual general and special meeting of Shareholders to be held on Friday, December 27, 2024 (the “**Meeting**”).

Under “notice and access” instead of receiving paper copies of the Information Circular, Shareholders are receiving this notice with information on how to access the Information Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly and more economical. It reduces the Company’s paper use and it also reduces the Company’s printing and mailing costs.

MEETING DATE AND LOCATION

WHEN: Friday, December 27, 2024
10:00 AM Pacific Time

WHERE: <https://us02web.zoom.us/j/83527104349?pwd=M4pG8jDwkOVjxFN7hDhjTO6m7simpp.1>
Meeting ID: 835 2710 4349
Passcode: 398062

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- **FINANCIAL STATEMENTS:** to receive and consider the consolidated audited financial statements of the Company for the year ended January 31, 2024, together with the auditor’s report thereon. See the section entitled “Particulars of Matters to be Acted Upon – Presentation of Financial Statements” in the Information Circular.
- **FIX THE NUMBER OF DIRECTORS:** to set the number of directors of the Company at three (3). See the section entitled “Particulars of Matters to be Acted Upon – Election of Directors” in the Information Circular.
- **ELECTION OF DIRECTORS:** to elect three (3) directors of the Company for the ensuing year. See the section entitled “Particulars of Matters to be Acted Upon – Election of Directors” in the Information Circular.
- **APPOINTMENT AND REMUNERATION OF AUDITORS:** to appoint RSM Canada LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “Particulars of Matters to be Acted Upon – Re-Appointment of Auditors” in the Information Circular.
- **APPROVAL OF OMNIBUS INCENTIVE PLAN:** to consider, and, if thought appropriate, to pass, with or without variation, an ordinary resolution, to approve the proposed new omnibus equity incentive plan of the Company, which includes authorizing all unallocated options, rights and other entitlements issuable thereunder. See the section entitled “Particulars of Matters to be Acted Upon – Approval of Equity Incentive Plan” in the Information Circular.
- **OTHER BUSINESS:** to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.

POWER GROUP PROJECTS CORP.

WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED:

The Information Circular can be viewed online under the Company's profile at www.sedarplus.ca or on the Company's website at <https://www.eproxy.ca/PowerGroupProjects/2024AGSM/>.

The Financial Statement Request Card will be mailed to Shareholders together with the proxy or voting instruction form, as applicable, and this notification to use to vote at the Meeting.

HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

Shareholders may request paper copies of the Information Circular and other meeting materials, including the audited financial statements of the Company for the year ended January 31, 2024 and the report of the auditors thereon and related Management's Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests must be made by email to proxy@endeavortrust.com or by calling toll-free at 1-888-787-0888. Requests may be made up to one year from the date the Information Circular was filed on SEDAR+.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received **no later than December 18, 2024**. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request.

Requests must be made by email to proxy@endeavortrust.com or by calling toll-free at 1-888-787-0888.

VOTING

YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on the proxy, which is by 10:00 AM Pacific Time on Monday, December 23, 2024:

ONLINE:	Go to www.eproxy.ca and follow the instructions.
EMAIL:	Send to proxy@endeavortrust.com
FACSIMILE:	Fax to Endeavor Trust Corporation. at 604-559-8908.
MAIL:	Complete the form of proxy or any other proper form of proxy, sign it and mail it to: Endeavor Trust Corporation Suite 702, 777 Hornby Street Vancouver, BC V6Z 1S4

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

INTERNET:	Go to proxyvote.com and follow the instructions.
MAIL:	Complete the voting instruction form, sign it and mail it in the envelope provided.

Shareholders with questions about notice and access can call toll free at 1-888-787-0888.