

**USHA RESOURCES LTD.**  
1575 Kamloops Street  
Vancouver, BC V5K 3W1

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS GIVEN that the Annual General Meeting of Shareholders (the “**Meeting**”) of Usha Resources Ltd. (the “**Company**”) will be held at the offices of Miller Thomson LLP located at 400 – 725 Granville Street, Vancouver, B.C., V7Y 1G5 on August 20, 2019 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the Company’s audited financial statements for the financial year ended March 31, 2019 and the auditor’s report thereon;
2. to fix the number of directors for the ensuing year at four and to elect directors for the ensuing year;
3. to appoint Davidson & Company LLP, as the Company’s auditor for the ensuing fiscal year and to authorize the directors to set the auditor’s remuneration;
4. to approve the Company’s stock option plan, as more particularly set out in the accompanying Information Circular; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof,

all as more particularly set out in the attached Information Circular. The form of proxy accompanies this Notice. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

The Directors have fixed the close of business on July 16, 2019 as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy. A shareholder who is unable to attend the Meeting in person and who wishes to ensure that their shares will be voted at the Meeting, is requested to complete, date and execute the enclosed form of Proxy and deliver it to the Company’s transfer agent: COMPUTERSHARE INVESTOR SERVICES INC., Proxy Dept., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, FACSIMILE (within North America) 1-866-249-7775 (outside North America) (416) 263-9524, by fax, hand or by mail in accordance with the instructions set out in the form of Proxy and Management Information Circular.

DATED at Vancouver, British Columbia, this 16<sup>th</sup> day of July, 2019.

BY ORDER OF THE BOARD OF DIRECTORS OF USHA RESOURCES LTD.

(signed) “*Navin Varshney*”

Navin Varshney

Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Director