



USHA RESOURCES

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the holders of common shares of Usha Resources Ltd. (the “**Company**”) will be held at Suite 804, 750 West Pender Street, Vancouver, British Columbia on **Thursday, November 12, 2020** at 11:00 a.m. (Vancouver Time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended March 31, 2020, the auditor’s report thereon and the management’s discussion and analysis;
2. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
3. To fix the number of directors for the ensuing year at five (5);
4. To elect directors of the Company for the ensuing year;
5. To approve by ordinary resolution, the re-approval of the 10% rolling stock option plan of the Company, as more particularly described in the accompanying Circular; and
6. To transact any other business that may properly come before the meeting and any adjournment thereof.

Accompanying this notice is the Circular. The Circular contains details of matters to be considered at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it by hand, by mail or by fax in accordance with the instructions set out in the form of proxy and in the Circular accompanying this Notice.

Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Circular to ensure that their shares will be voted at the Meeting.

Dated at Vancouver, British Columbia, this 8th day of October, 2020.

USHA RESOURCES LTD.

“Deepak Varshney”

Deepak Varshney,
CEO