



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 by telephone conference on **Wednesday, September 29, 2021** 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, 2021, 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 re-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.

To ensure the safety of our shareholders and other stakeholders entitled to attend the Meeting amidst the ongoing COVID-19 pandemic, there will be no physical location for the Meeting. The Meeting will be deemed to be held at Suite 400, 1681 Chestnut Street, British Columbia, Canada; however, the Meeting will be held in virtual only format, which will be conducted via telephone conference. Registered shareholders and validly appointed proxyholders may attend the Meeting by calling **1-888-299-2873** (toll free in Canada), **1-888-585-9008** (toll-free in the United States) (**conference room #: 448-444-850**). **Dial in for any other countries, please contact the Company at 604.737.2303 prior to the Meeting date for dial in particulars.** Registered shareholders who attend the virtual Meeting will have an equal opportunity to participate at the Meeting, regardless of their geographic location.

Due to the COVID-19 pandemic and issues related to the verification of shareholder identity via teleconference, in-person voting will not be permitted at the Meeting. If you are a registered shareholder and wish to have your vote counted, you will be required to complete, date, sign and return, in the envelope provided for that purpose, the accompanying Proxy for use at the Meeting or any adjournment thereof. To be effective, the Proxy must be received by our transfer agent, Computershare Investor Services Inc. (“**Computershare**”) by no later than **11:00 a.m. (Vancouver time) on Monday, September 27, 2021** or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. Alternatively, you may vote by telephone or via the internet following the instructions provided on the Proxy and in the Circular.

If you are a beneficial holder and have received this Notice of Meeting and accompanying materials through an intermediary, such as an investment dealer, broker, custodian, administrator or other nominee, or a clearing agency in which the intermediary participates, please complete and return the voting instruction form provided to you in accordance with the instructions provided therein.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of Proxy, you should contact Computershare by telephone at 1.800.564.6253 (toll free in North America).

These Meeting materials are being sent to both registered and beneficial/non-registered owners of common shares. If you are a beneficial or non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Whether or not you expect to attend the Meeting via telephone conference, please complete, date, sign and return the Proxy or voting instruction form at your earliest convenience. The Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice of Meeting.

Dated at Vancouver, British Columbia, this 23rd day of August, 2021.

USHA RESOURCES LTD.

“Deepak Varshney”

Deepak Varshney
CEO