



USHA RESOURCES LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of holders (the “**USHA Shareholders**”) of common shares (the “**USHA Shares**”) of Usha Resources Ltd. (“**USHA**” or the “**Company**”) will be held at 1150 - 789 West Pender Street, Vancouver, British Columbia at 11:00 a.m. (Pacific Time) on Friday, December 16, 2022 for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended March 31, 2022, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended March 31, 2022;
2. To fix the number of directors for the ensuing year at five (5);
3. To elect directors of the Company for the ensuing year;
4. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To approve by ordinary resolution of disinterested shareholders, the omnibus incentive plan of the Company, as more particularly described in the accompanying management information circular (the “**Circular**”);
6. To pass, with or without amendment, a special resolution (the “**Arrangement Resolution**”) to approve an arrangement (the “**Arrangement**”) under section 288 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), the full text of which resolution is set forth in **Appendix A** to, and all as more particularly described in, the accompanying Circular; and
7. To consider other matters, including without limitation such amendments or variations to the foregoing matters, as may properly come before the Meeting or any adjournment thereof.

The full text of the Arrangement Resolution and the Arrangement Agreement (as defined in the Circular) are set out in Appendices A and B to the Circular and provides additional information relating to the subject matters of the Meeting, including the Arrangement, and is deemed to form part of this Notice of Meeting.

Registered USHA Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their USHA Shares subject to strict compliance with the provisions of the Interim Order (as set forth herein), the Plan of Arrangement and sections 237 to 247 of the BCBCA. The right to dissent is described in the section of the Circular entitled *The Arrangement - Dissenting Holders’ Rights* and the text of the Interim Order is set out in Appendix C to the Circular. Failure to comply strictly with the requirements set forth in the Plan of Arrangement and sections 237 to 247 of the BCBCA may result in the loss of any right of dissent.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and the Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only USHA Shareholders of record at the close of business on **October 25, 2022** will be entitled to receive notice of and vote at the Meeting.

Your vote is important regardless of the number of USHA Shares that you own. If you are a registered USHA Shareholder and are unable to be present in person at the Meeting, we encourage you to vote by completing the enclosed form of proxy. You should specify your choice by marking the box on the enclosed form of proxy and by dating, signing and returning your proxy in the enclosed return envelope addressed to Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by fax number 1-866-249-7775 (toll free)/ 1-416-263-9524 (international) no later than 11:00 a.m. on **Wednesday, December 14, 2022** (Pacific Time) unless the chair elects to exercise his discretion to accept proxies received subsequently. Please do this as soon as possible. Voting by proxy will not prevent you from voting in person if you attend the Meeting and revoke your proxy but will ensure that your vote will be counted if you are unable to attend.

Registered USHA Shareholders may also vote using the internet at www.investorvote.com or by telephone, toll free, by calling 1-866-832-VOTE (8683) using a touch-tone telephone.

If you are not registered as the holder of your USHA Shares but hold your USHA Shares through a broker or other intermediary, you should follow the instructions provided by your broker or other intermediary to vote your USHA Shares. See *General Proxy Information – Beneficial Shareholders* in the accompanying Circular for further information on how to vote your USHA Shares.

Dated at Vancouver, British Columbia, this 15th day of November, 2022.

USHA RESOURCES LTD.

“Deepak Varshney”

Deepak Varshney,
CEO, Secretary and Director