



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 on **Wednesday, September 4, 2024 at 11:00 am** (Pacific Time) via Microsoft Teams for the following purposes:

1. To receive the audited financial statements of the Company for the financial years ended March 31, 2024 and 2023, the auditor’s reports thereon and the management’s discussion and analyses for the financial years ended March 31, 2024 and 2023;
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 re-approve the omnibus incentive plan of the Company, as more particularly described in the Company’s management information circular (the “**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.

The Meeting will be held in **virtual only format**, which will be conducted via Microsoft Teams. The Company is offering shareholders the ability to listen and participate (but not vote) at the Meeting in real time. Registered shareholders and validly appointed proxyholders may attend the Meeting at:

Meeting Link: <https://www.microsoft.com/en-ca/microsoft-teams/join-a-meeting>
Meeting ID: 251 100 167 296
Passcode: qKh2iy

Shareholders who wish to ensure that their common 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 telephone, internet or mail and follow the instructions set out in the form of proxy and in the Circular accompanying this Notice of Meeting.

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 Investor Services Inc. at 1-800-564-6253.

Dated at Vancouver, British Columbia, this 31st day of July 2024.

USHA RESOURCES LTD.

“Deepak Varshney”

Deepak Varshney
CEO