

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
OF ENERSPAR CORP.**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of EnerSpar Corp. ("**EnerSpar**") will be held at the offices of DLA Piper (Canada) LLP, Suite 1000, Livingstone Place West, 250 2nd Street SW, Calgary, Alberta on June 14, 2019 at 11:00 a.m. (Calgary time) for the following purposes, as more particularly described in the enclosed management information circular (the "**Circular**"):

1. to receive and consider the audited financial statements of EnerSpar as at and for the years ended December 31, 2018, 2017 and 2016, together with the respective report of the auditors thereon;
2. to set the number of directors of EnerSpar at five (the "**EnerSpar Board Resolution**");
3. to elect the directors of EnerSpar (the "**EnerSpar Director Election Resolution**");
4. to appoint Parker Simone LLP as the auditor of EnerSpar and to authorize the directors to fix their remuneration (the "**EnerSpar Auditor Resolution**");
5. to consider and, if thought advisable, to approve, with or without variation, an ordinary resolution to re-approve and confirm the EnerSpar stock option plan (the "**EnerSpar Stock Option Plan**") in accordance with the policies of the TSX Venture Exchange (the "**EnerSpar Option Plan Resolution**");
6. to consider and, if thought advisable, to approve, with or without variation, an ordinary resolution to voluntarily delist EnerSpar's common shares (the "**EnerSpar Shares**") from the TSX Venture Exchange (the "**Delisting**"), to be implemented only in the event that all conditions to the Business Combination (as defined below) have been satisfied or waived (other than conditions that may be or are intended to be satisfied only after the Delisting is completed) (the "**Delisting Resolution**"), as more fully described in the Circular;
7. to consider and, if thought advisable, to approve, with or without variation, a special resolution to transfer the Johan Beetz Feldspar property of EnerSpar comprised of eight mineral claims of EnerSpar located in the Province of Quebec to a company to be incorporated ("**Spinco**"), which will initially be a wholly-owned subsidiary of EnerSpar, in exchange for one common share of Spinco (the "**Spinco Shares**") for each EnerSpar Share (the "**Spin-Out**"), provided that EnerSpar will reduce the stated capital of the EnerSpar Shares and, as payment for such reduction of the stated capital, EnerSpar will distribute the Spinco Shares to the shareholders of EnerSpar on a one-for-one basis, to be implemented only in the event that all conditions to the Business Combination have been satisfied or waived (other than conditions that may be or are intended to be satisfied only after the Spin-Out is completed) (the "**Spin-Out Resolution**"), as more fully described in the Circular;
8. to consider and, if thought advisable, to approve, with or without variation, a special resolution to continue EnerSpar (the "**Continuance**") under the *Business Corporations Act* (Ontario) (the "**OBCA**"), to be implemented only in the event that all conditions to the Business Combination have been satisfied or waived (other than conditions that may be or are intended to be satisfied only after the Continuance is completed) (the "**Continuance Resolution**"), as more fully described in the Circular;
9. to consider and, if thought advisable, to approve, with or without variation, a special resolution to authorize an amendment of the constating documents of EnerSpar to provide that the authorized share capital of EnerSpar be altered by consolidating all EnerSpar Shares on the basis of one post-consolidation EnerSpar Share for every eight pre-consolidation EnerSpar Shares (the "**Consolidation**"), to be implemented only in the event that all conditions to the Business Combination have been satisfied or waived (other than conditions that may be or are intended to be satisfied only after the Consolidation is completed) (the "**Consolidation Resolution**"), as more fully described in the Circular;

10. to consider and, if thought advisable, to approve, with or without variation, a special resolution to authorize an amendment of the constating documents of EnerSpar to provide for the name change of EnerSpar to "Mindfull Corp." or such other name as the board of directors of EnerSpar, in its sole discretion, deems appropriate (the "**Name Change**"), to be implemented only in the event that all conditions to the Business Combination have been satisfied or waived (other than conditions that may be or are intended to be satisfied only after the Name Change is completed) (the "**Name Change Resolution**"), as more fully described in the Circular;
11. to consider and, if thought advisable, to approve, with or without variation, an ordinary resolution, conditional on and effective only if the Business Combination is completed, to set the number of directors of EnerSpar following the Business Combination (the "**Resulting Issuer**") at four (the "**Resulting Issuer Board Resolution**"), as more fully described in the Circular;
12. to elect, conditional on and effective only if the Business Combination is completed, Matthew Jimenez, Nicholas Reichenbach, Joseph Jackman and Mary Dalimonte as directors of the Resulting Issuer (the "**Resulting Issuer Director Election Resolution**"), as more fully described in the Circular;
13. to consider and, if thought advisable, to approve, with or without variation, a special resolution to authorize and approve the directors of the Resulting Issuer to determine the number of directors of the Resulting Issuer within the minimum and maximum number set forth in the articles of the Resulting Issuer and the number of directors to be elected at the annual meeting of shareholders of the Resulting Issuer (the "**Board Size Resolution**"), as more fully described in the Circular;
14. to appoint, conditional on and effective only if the Business Combination is completed, MNP LLP as the auditor of the Resulting Issuer and to authorize the directors of the Resulting Issuer to fix their remuneration (the "**Resulting Issuer Auditor Resolution**"), as more fully described in the Circular;
15. to consider and, if thought advisable, to approve, with or without variation, an ordinary resolution, conditional on and effective only if the Business Combination is completed, to authorize the adoption of a new stock option plan of the Resulting Issuer (the "**New Resulting Issuer Plan**") to replace the EnerSpar Stock Option Plan (the "**New Resulting Issuer Plan Resolution**"), as more fully described in the Circular; and
16. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Meeting is being called to consider a number of matters, including a proposed business combination involving EnerSpar, 11273396 Canada Inc. (a wholly-owned subsidiary of EnerSpar) and Mindfull Capital Inc. (the "**Business Combination**"). The Business Combination will be completed pursuant to the business combination agreement dated as of April 16, 2019, as amended from time to time, among EnerSpar, 11273396 Canada Inc. and Mindfull Capital Inc. (the "**Business Combination Agreement**"). A copy of the Business Combination Agreement is available under EnerSpar's profile on SEDAR at www.sedar.com. A further description of the Business Combination and the matters to be dealt with at the Meeting is included in the Circular. The Circular forms part of this notice of the Meeting.

Only registered holders of EnerSpar Shares (the "**Registered Shareholders**") of record at the close of business on May 13, 2019 are entitled to receive notice of the Meeting and any adjournment or postponement thereof.

Under the *Business Corporations Act* (Alberta) (the "**ABCA**") with respect to the Continuation Resolution, Registered Shareholders have the right to dissent to the Continuation Resolution. Following completion of the Continuation, Registered Shareholders who properly exercise their dissent rights will be entitled to be paid fair value for their EnerSpar Shares. Failure to comply strictly with the dissent procedures in the ABCA may result in the loss or unavailability of the right to dissent.

To be effective, the Spin-Out Resolution, the Continuation Resolution, the Consolidation Resolution, the Board Size Resolution and the Name Change Resolution will have to be approved by at least two-thirds of the votes

cast by Registered Shareholders present in person or by proxy at the Meeting. The Delisting Resolution and the New Resulting Issuer Plan Resolution will need to be approved by a majority of disinterested Registered Shareholders. All other resolutions set out in the notice of the Meeting will need to be approved by a majority of Registered Shareholders.

Shareholders who are unable to be present in person at the Meeting are requested to complete and return, in one of the manners available for that purpose, the enclosed form of proxy. In order to be voted, proxies must be received by Computershare Trust Company of Canada, the registrar and transfer agent of EnerSpar, by no later than 11:00 a.m. (Calgary time) on June 12, 2019 or, in the case of any adjournment or postponement of the Meeting, by no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the adjourned or postponed Meeting. Late proxies may be accepted or rejected by the Chair of the Meeting in the Chair's discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

DATED at Calgary, Alberta, this 15th day of May, 2019.

BY ORDER OF THE BOARD

(signed) "*James Richardson*"

James Richardson
Director and Chief Executive Officer