

ESG GLOBAL IMPACT CAPITAL INC.
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual General Meeting of the shareholders (the "**Meeting**") of ESG Global Impact Capital Inc. (the "**Corporation**") will be held at Endeavor Trust Corporation, Suite 1150 – 777 Hornby Street, Vancouver, BC V6Z 1S4 at 10:00 a.m. (Vancouver time) on Wednesday, May 3, 2023 for the following purposes:

1. To receive the financial statements of the Corporation for the years ended 2020, 2021 and 2022, together with the reports of the auditors thereon;
2. To elect directors of the Corporation for the ensuing year, as described in the Information Circular accompanying this Notice.
3. To appoint DeVisser Gray LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditors' remuneration, as described in the Information Circular accompanying this Notice.
4. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, as more particularly set forth in the accompanying Management Information Circular, relating to the approval of the rolling stock option plan of the Corporation;
5. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, as more particularly set forth in the accompanying Management Information Circular, relating to the approval of the restricted share unit and deferred share unit plan (the "RSU/DSU Plan") of the Corporation; and
6. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The specific details of the matters to be considered at the Meeting are set out in the Information Circular dated March 31, 2023, which accompanies this Notice of Meeting. Only Shareholders of record at the close of business on March 14, 2023, are entitled to receive notice of and to vote at the Meeting or any adjournment thereof.

If you are a *registered shareholder* of the Corporation and are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and deliver or mail it in the enclosed envelope to Endeavor Trust Corporation, Suite 702 - 777 Hornby Street, Vancouver, BC V6Z 1S4, Attention: Proxy Department, facsimile (604) 559-8908 or email to proxy@endeavortrust.com. In order to be valid and acted upon at the Meeting or any adjournment thereof, proxies must be received at the aforesaid address not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time of the Meeting or any adjournment thereof.

If you are an *unregistered shareholder* of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form provided in accordance with the instructions provided therein.

Only registered shareholders as at March 14, 2023 and their duly appointed proxyholders will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia this 31st day of March, 2023.

By Order of the Board of Directors
(signed) "*David Andrew Berg*"