

FUELPOSITIVE CORPORATION

82 Richmond Street East
Toronto, Ontario, M5C 1P1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of FuelPositive Corporation (the "**Company**") will be held on **April 19, 2022** at 1:00 p.m. (Toronto time) by teleconference for the following purposes:

1. To receive and consider the audited financial statements of the Company as at and for the financial years ended September 30, 2020 and 2021, together with the auditor's reports thereon.
2. To appoint Clearhouse LLP, Chartered Professional Accountants, as the Company's auditor for the ensuing year, at a remuneration to be fixed by the directors.
3. To set the number of directors for the ensuing year at five (5).
4. To elect directors to hold office for the ensuing year.
5. To receive disinterested shareholder re-approving the stock option plan.
6. To re-approve the Shareholder Rights Plan.
7. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular.

The Company is offering Shareholders the opportunity to participate in the Meeting by way of Zoom webinar. Registered Shareholders, or proxyholders representing registered Shareholders, participating in the Meeting by way of the Zoom webinar will be considered present in person at the Meeting for the purposes of determining quorum. Shareholders wishing to participate by webinar may do so by registering in advance and accessing the information provided below:

Zoom Webinar:

When: **April 19, 2022 at 1:00 PM Eastern Time** (US and Canada)

Topic: FuelPositive Corporation AGM 2022

Register in advance for this webinar:

https://us02web.zoom.us/webinar/register/WN_ZiqNMxTLQsOuW8x9hrzg6A

After registering, you will receive a confirmation email containing information about joining the webinar.

We strongly encourage Shareholders to attend the Meeting via Zoom webinar and to vote their common shares prior to the Meeting by proxy, prior to the proxy cut-off at 10:00 a.m. on Thursday, April 13, 2022, as voting will not be available via telephone on the day of the Meeting.

As set out in the notes, the enclosed proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Toronto, Ontario, this 11th day of March, 2022

By order of the Board of Directors.

FUELPOSITIVE CORPORATION

/s/ "Ian Clifford"

Ian Clifford

Director and Chief Executive Officer