

## 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 at 475 King Street North, Waterloo, Ontario on **July 12, 2023** at 1:00 p.m. (Eastern time) for the following purposes:

1. To receive and consider the audited financial statements of the Company as at and for the financial year ended September 30, 2022, together with the auditor's report 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 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: **July 12, 2023 at 1:00 PM Eastern Time** (US and Canada)

Topic: FuelPositive Corporation AGM 2023

Register in advance for this webinar:

[https://us02web.zoom.us/webinar/register/WN\\_opNOQStfRdWMS8OXLfj3ew](https://us02web.zoom.us/webinar/register/WN_opNOQStfRdWMS8OXLfj3ew)

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 1:00 p.m. on Monday, July 10, 2023, as voting will not be available via Zoom webinar 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 15<sup>th</sup> day of May, 2023

By order of the Board of Directors.

**FUELPOSITIVE CORPORATION**

*/s/ "Ian Clifford"*

**Ian Clifford**

***Director and Chief Executive Officer***