

TORINO POWER SOLUTIONS INC.

7934 Government Road
Burnaby, British Columbia
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NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

TO THE SHAREHOLDERS OF TORINO POWER SOLUTIONS INC.:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “Meeting”) of shareholders of Torino Power Solutions Inc. (the “Company”) will be held at 650 West Georgia Street, Suite 2700, Vancouver, BC on Thursday, June 30, 2016, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial period ended December 31, 2015, and accompanying report of the auditors;
2. to appoint Saturna Group Chartered Professional Accountants LLP as the auditors of the Company for the year ending December 31, 2016 and to authorize the board of directors to fix the remuneration payable thereto;
3. to set the number of directors of the Company for the ensuing year at four (4);
4. to elect, individually, Rav Mlait, Bryan Loree, Suresh Singh and Darren Fast as the directors of the Company to serve until the next annual general meeting of the shareholders;
5. to consider and, if thought fit, to approve an ordinary resolution to approve the Company’s rolling stock option plan, as described in the Information Circular accompanying this Notice of Meeting; and
6. to consider and, if thought fit, to approve an ordinary resolution to approve the Company’s Advance Notice Policy, as described in the Information Circular accompanying this Notice of Meeting; and
7. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Company has fixed May 20, 2016 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Equity Financial Trust, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 20th day of May, 2016.

By Order of the Board of

TORINO POWER SOLUTIONS INC.

“Ravinder Mlait”

Ravinder S. Mlait
President, Chief Executive Officer and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.