

TORINO POWER SOLUTIONS INC.

7934 Government Road
Burnaby, British Columbia
V5A 2E2
Telephone: 604-551-7831
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NOTICE OF ANNUAL GENERAL MEETING

TO THE SHAREHOLDERS OF TORINO POWER SOLUTIONS INC.:

NOTICE IS HEREBY GIVEN that the annual general 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 October 25, 2019, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the annual audited financial statements of the Company for the fiscal year ended December 31, 2018, the related report of the auditor thereon and the related management’s discussion and analysis (together, the “**annual financials**”);
2. to appoint Saturna Group Chartered Professional Accountants LLP for the ensuing year; (see “*Appointment of Auditor*” in the Company’s accompanying Information Circular).
3. to elect Directors of the Company for the ensuing year (see “*Election of Directors*” in the Company’s accompanying Information Circular);

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Company has elected to use the notice-and-access provisions under National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”), in the case of mailing to registered Shareholders, and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), in the case of beneficial Shareholders (“**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow a Company to reduce the volume of materials to be physically mailed to Shareholders by posting the Information Circular and any additional annual meeting materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a hard copy of the Information Circular. The Company will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with a notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

Copies of this Notice of Meeting, the Information Circular, the Proxy and the annual financials (together “Proxy Materials”), are posted on the Company’s website at <http://www.torinopower.com/annual-general-meeting.html> and are SEDAR filed under the Company’s profile at www.sedar.com. Any Shareholder who wishes to receive a paper copy of the Information Circular, should contact the Company at 7934 Government Rd, Burnaby, British Columbia, V5A 2E2 or by telephoning the Company at 1-604-551-7831 (collect calls will be accepted). A Shareholder may also use the telephone number noted above to obtain additional information about the Notice-and-Access Provisions.

To allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Information Circular and submit their vote prior to **10:00 a.m. (Pacific Time) on Monday, October 23, 2019** (the “**Proxy Deadline**”), any Shareholder wishing to request a paper copy of the Information Circular as described above, should ensure such request is received by **October 16, 2019**. Under Notice-and-Access Provisions, Proxy Materials will be available for viewing for up to one (1) year from the date of posting and a paper copy of the materials can be requested at any time during this period.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. **Please review the Information Circular before voting.**

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

A non-registered shareholder (also a “Beneficial Shareholder”) who plans to attend the Meeting must follow the instructions set out in the form of proxy (or voting instruction form) accompanying this Notice and the Information Circular, to ensure that such shareholder’s Common Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account you are not a registered shareholder.

The audited financial statements for the financial year ended December 31, 2017, the related report of the auditor, and management discussion and analysis will be made available at the Meeting and are available on www.sedar.com.

DATED at Vancouver, British Columbia, this 11th day of September, 2019.

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.