

E-POWER RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FRIDAY, MARCH 31, 2023

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the Shareholders of **E-Power Resources Inc.** (the “**Company**”) will be held virtually via ZOOM, on **Friday, March 31, 2023 at 10:00 a.m. (Eastern time)**, for the following purposes:

1. To receive and consider the available financial statements of the Company including the audited financial statements for the fiscal year ended September 30, 2022, which can be found on SEDAR.
2. To re-appoint SHIM & Associates LLP, Chartered Professional Accountants as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
3. To fix the number of Directors for the ensuing year at five (5).
4. To elect Directors to hold office for the ensuing year.
5. To consider and, if deemed advisable, to pass a special resolution, the full text of which is set forth in the Circular, to approve and authorize the Company to apply for a certificate of amendment with the Québec Enterprise Registrar under the *Business Corporations Act* (Québec) in order to remove certain “private issuer” provisions from the Company’s articles.
6. To consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the Circular, ratifying, adopting and approving the stock option plan of the Company which is currently in place.
7. To consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the Circular, ratifying, adopting and approving the restricted share units plan of the Company which is currently in place.
8. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying management proxy circular for proxy solicitations (the “**Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

The Circular provides detailed information on the items that will be brought before the Meeting and is therefore to be considered as forming a part of this notice.

This year, we will hold the Meeting in a virtual only format, which will be conducted via video/teleconference. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location

Shareholders should read the notes accompanying the proxy and complete and return the proxy to the Company’s Registrar and Transfer Agent within the time and to the location set out in the said notes to the proxy.

The proxy is solicited by Management and 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 virtually represent you at the Meeting.

The directors have fixed February 24, 2023, as the record date for determination of Shareholders entitled to notice of and the right to vote at the Meeting, either in person or by proxy, in accordance with and subject to the provisions of applicable laws.

DATED at Montréal, Québec this 2nd day of March, 2023.

E-POWER RESOURCES INC.

(Signed) "James Cross"

James Cross

President & Chief Executive Officer