

## **E-POWER RESOURCES INC.**

### **NOTICE OF ANNUAL OF SHAREHOLDERS TO BE HELD ON FRIDAY, SEPTEMBER 6, 2024**

**NOTICE IS HEREBY GIVEN** that an annual meeting (the “**Meeting**”) of the Shareholders of **E-Power Resources Inc.** (the “**Company**”) will be held at the offices of BCF LLP at Suite 2500 - 1100 Boul. René-Lévesque West Street, Montreal, Quebec, Canada, H3B 5C9 on **Friday, September 6, 2024 at 2:00 p.m. (Eastern time)**, for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended September 30, 2023, and September 30, 2022, together with the report of auditor thereon which can be found on SEDAR+. No vote by Shareholders with respect thereto is required or proposed to be taken.
2. To re-appoint SHIM & Associates LLP, Chartered Professional Accountants as auditors of the Company for the forthcoming year and to authorize the directors to fix their remuneration.
3. To fix the number of directors for the ensuing year at four (4).
4. To elect Directors to hold office for the forthcoming year.
5. 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.
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 restricted share units plan of the Company which is currently in place.
7. To consider, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the Circular, ratifying, adopting and approving the advance notice provisions of the Company.
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.

**Shareholders can attend the Meeting in person, via teleconference, or via Teams. Those who attend the Meeting by teleconference and Teams are encouraged to vote on the matters before the Meeting by proxy and are requested to read the notes to the enclosed form of proxy and then to, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out therein and in the Circular accompanying this notice of Meeting. Meeting participants will be eligible to vote via teleconference or Teams.**

To assure your representation at the Meeting as a Registered Shareholder (as such term is defined in the Circular), please complete, sign, date and return the enclosed form of proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Company's transfer agent, Capital Transfer Agency, not later than 48 hours before the time for holding the Meeting. A Registered Shareholder must return the completed proxy to Capital Transfer Agency, as follows:

- (a) by mail in the enclosed envelope;
- (b) by the Internet or fax as described on the enclosed form of proxy; or
- (c) by registered mail or by courier to the attention of Proxy Department, Capital Transfer Agency, 390 Bay Street, Suite 920, Toronto, Ontario M5H 2Y2.

Non-Registered Shareholders (as such term is defined in the Circular) whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found on page 2 of the Circular.

The directors have fixed August 2, 2024, as the record date for determination of Shareholders entitled to receive the notice of the Meeting 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 8<sup>th</sup> day of August, 2024.

**E-POWER RESOURCES INC.**

*(Signed) "James Cross"*

James Cross

President & Chief Executive Officer