

# AMMPower Corp.

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5 Hazelton Avenue  
Toronto, Ontario M5R 2E1, Canada  
Telephone: 604-602-0001

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of AmmPower Corp. (the “**Company**”) will be held virtually, with no in-person attendance, using the following link:

<https://us06web.zoom.us/j/87591056790?pwd=ZHEvb3M5anVaUHVDZEIwSDRSNWJ0QT09>

on January 21, 2022, at 1:00 p.m. (Toronto time) for the following purposes:

- (a) to receive and consider the audited consolidated financial statements of the Company as at and for the financial year ended May 31, 2021 and from the date of incorporation on December 3, 2019 to May 31, 2020, together with the report of the auditor thereon;
- (b) to appoint Crowe MacKay, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the board of directors to fix the remuneration of the auditor;
- (c) to fix the number of the directors of the Company for the ensuing year at five (5);
- (d) to elect directors of the Company to hold office for the ensuing year;
- (e) to consider and, if deemed appropriate, to pass an ordinary resolution to approve the existing equity incentive plan of the Company, as more particularly described in the accompanying management information circular; and
- (f) to transact such other business as may properly come before the Meeting or any adjournment or postponement 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 holding the Meeting by way of videoconference. Registered Shareholders, or proxyholders representing registered Shareholders, participating in the Meeting by way of videoconference will be considered present in person at the Meeting for the purposes of determining quorum. To access the videoconference, Shareholders must use the following link:

<https://us06web.zoom.us/j/87591056790?pwd=ZHEvb3M5anVaUHVDZEIwSDRSNWJ0QT09>.

**A shareholder who is unable to attend the Meeting via videoconference and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular.**

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** this 7<sup>th</sup> day of December 2021.

By order of the Board of Directors.

**AMMPOWER CORP.**

*/s/ "Gary Benninger"*

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**Gary Benninger**  
**Chief Executive Officer and Director**