

**MAX POWER MINING CORP.**

501 - 3292 Production Way  
Burnaby, BC V5A 4R4  
Telephone: 778-655-9266  
Facsimile: 604-676-2767

**NOTICE OF ANNUAL GENERAL MEETING and SPECIAL OF SHAREHOLDERS  
TO BE HELD ON September 13, 2024**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting (the “**Meeting**”) of shareholders of Max Power Mining Corp. (the “**Company**”) will be held at located at 501 - 3292 Production Way, Burnaby, British Columbia, on September 13, 2024 at the hour of 10:00 a.m. (PST) for the following purposes:

1. to receive the audited financial statements of the Company for the year ended December 31, 2023.
2. to appoint D&H Group LLP as the auditors of the Company for the year ending December 31, 2024 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, Ravinder Mlait, Bryan Loree, Thomas Clarke, and William deJong as the directors of the Company to serve until the next annual general meeting of the shareholders;
5. to pass an ordinary resolution to ratify, confirm and approve the adoption of the Company’s Stock Option Plan as described in the accompanying management information circular (the “**Circular**”) and the granting of up to 15% stock options of the total issued and outstanding Common Shares under the Stock Option Plan respectively; 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 accompanying Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Corporation has elected to use the notice-and-access provisions under National Instrument 51-102 and National Instrument 54-101 (“**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 Circular and any additional annual meeting materials online. Shareholders will still receive this Notice of Meeting and a form of proxy (or a Voting Instruction Form (“**VIF**”)) and may choose to receive a hard copy of the Circular.

The matters to be considered at the Meeting are further described in the Corporation’s information circular (“**Circular**”). The Circular, the form of Proxy, the audited financial statements of the Corporation for its fiscal year ended December 31, 2023, the report of the auditor thereon and the corresponding management discussion and analysis (together the “**Proxy Materials**”), are available on the Corporation’s website at [www.maxpowermining.com](http://www.maxpowermining.com) or under the Corporation’s SEDAR profile at [www.sedar.com](http://www.sedar.com). Any Shareholder who wishes to receive a paper copy of the Circular, should contact the Corporation directly at

501 - 3292 Production Way, Burnaby, BC, V5A 4R4, telephone (778-655-9266) at which number collect calls will be accepted, or by email request to [info@maxpowermining.com](mailto:info@maxpowermining.com). As required under Notice-and-Access Provisions, Proxy Materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the Circular can be requested at any time during this period.

The Corporation will not rely upon the use of ‘stratification’. Stratification occurs when a reporting issuer utilizing Notice-and-Access Provisions provides a paper copy of its information circular with the notice to be provided to Shareholders as described above. In relation to the Meeting, all Shareholders will have received the required documentation under the Notice-and-Access Provisions and all documents required to vote in respect of all matters to be voted on at the Meeting. No Shareholder will receive a paper copy of the Circular from the Corporation or any intermediary unless such Shareholder specifically requests one.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Information Circular before voting

The board of directors of the Company has fixed July 16, 2024 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 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, August 14, 2024

By Order of the Board of

**MAX POWER MINING CORP.**

*“Ravinder Mlait”*

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Ravinder Mlait  
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 OR VOTE ONLINE AS PER THE INSTRUCTIONS PROVIDED.**