



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of common shares of TUGA Innovations, Inc. (the “**Company**”) will be held at 1200 – 750 West Pender Street, Vancouver, BC V6C 2T8 on **June 27, 2024** at 9:00 a.m. (Vancouver Time) for the following purposes:

1. to receive the audited annual financial statements of the Company for the financial year ended July 31, 2023, together with the report of the auditor thereon;
2. to fix the number of directors of the Company at four (4);
3. to elect directors of the Company for the ensuing year;
4. to re-appoint Crowe MacKay LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving the Company’s new 2024 omnibus equity incentive plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”);
6. to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution authorizing the creation of Cesar Barbosa as a new ‘Control Person’ of the Company such that Mr. Barbosa will be able to exercise all of the voting rights attached to the common shares of the Company that he holds at any given time, as more particularly set forth in the accompanying Information Circular; and
7. to transact such other business as may properly come before the Meeting, or any adjournment or postponement thereof.

Accompanying this Notice is an Information Circular, a form of proxy (the “**Proxy**”) or voting instruction form, and a request card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The Information Circular provides additional information relating to the matters to be considered at the Meeting and forms part of this Notice.

The Board of Directors has fixed the close of business on May 13, 2024 as the record date for determining the shareholders who are entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting, or any adjournment thereof, in person, please date, execute, and return the enclosed Proxy in accordance with the instructions set out in the notes to the Proxy and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 13th day of May, 2024.

**ON BEHALF OF THE BOARD OF
DIRECTORS OF TUGA INNOVATIONS, INC.**

By: “John Hagie”
Chief Executive Officer

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.