



MARVEL DISCOVERY CORP.

#600 – 625 Howe Street
Vancouver, BC, V6C 2T6

Vancouver Tel: (604) 670-0019
Toronto Tel: (416) 477-1220
www.marveldiscovery.ca

March 29, 2021

Dear Shareholders:

You are cordially invited to attend the special meeting (the “Meeting”) of the holders of common shares of Marvel Discovery Corp. (the “Company” or “MARV”). The Meeting will be held at 29th floor, 595 Burrard Street, Vancouver, British Columbia, commencing at 10:00 a.m. (Vancouver time) on April 23, 2021. However due to COVID-19 pandemic conditions, the Meeting will be held virtually, details of which will be provided by subsequent news release.

The purpose of the Meeting is to seek your authorization and approval for a statutory procedure known as a plan of arrangement (the “Arrangement”). Pursuant to the Arrangement, (i) the Company will transfer of all of its interests in and to the Serpent River Property and the Wicheeda North Property (together, the “Properties”) to Power One Resources Corp. (“Power One”), the Company’s wholly owned subsidiary; (ii) Power One will issue 5,000,000 shares to MARV and will issue to the MARV shareholders one (1) fully-paid and non-assessable common share in its capital stock (the “Power One Shares”) for every five MARV common shares held (for an aggregate of 13,984,754 Power One Shares); and (iii) Power One will become a reporting issuer in each of British Columbia and Alberta.

As a result of the Arrangement (i) MARV will cease to be the holder of the Properties; (ii) Power One shall become the legal and beneficial owner of the Properties; (iii) all liabilities and expenses owed by MARV in acquiring, exploring or maintaining the Properties will be transferred by MARV to Power One; and (iv) Power One will seek a listing on the TSX Venture Exchange.

There will be no public market for the Power One Shares upon closing the Arrangement, and there is no assurance that it will be successful in obtaining a listing on any stock exchange. This is explained in more detail in the Meeting materials which accompany this letter.

The Board of Directors of the Company unanimously believes that the Arrangement is in the best interests of the Company and its shareholders, and unanimously recommends that you vote in favour of the resolutions relating to this transaction. Without the prescribed approval of shareholders, which is approval by two-thirds of the votes cast at the Meeting, the proposed Arrangement cannot take place. It should be noted that the Arrangement also requires the approval of the Supreme Court of British Columbia and the TSX Venture Exchange.

Details of the Arrangement and its effects are contained in the Meeting materials accompanying this letter, and reference should be made to those documents for complete information.

It is important that your shares be represented at the Meeting. Whether or not you are able to attend in person, your representation will be assured if you complete, sign and date the enclosed proxy form and return it in the envelope provided.

Yours sincerely,

“Karim Rayani”

Karim Rayani,
President and Chief Executive Officer
Marvel Discovery Corp.