POWERBAND SOLUTIONS INC.
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the shareholders of Powerband Solutions Inc. (the "**Company**") will be held on Wednesday, July 29, 2020, at 11:00am EDT, at 3385 Harvester Road, Suite 225, Burlington, Ontario L7N 3N2 for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2019 and the auditor's report thereon;

2. to elect the directors for the ensuing year;

3. to appoint auditors for the ensuing year and to authorize the directors to fix the auditor's remuneration;

4. to consider, and if thought advisable to pass, an ordinary resolution of disinterested shareholders, approving the Company's 2020 Incentive Stock Option Plan (20% Fixed Plan) as further described in the management information circular;

5. to consider, and if thought advisable to pass, an ordinary resolution approving the Company's 2020 Restricted Share Unit plan as further described in the management information circular; and

6. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

The Board of Directors has fixed June 23, 2020 as the Record Date for the determination of shareholders entitled to notice of, and to vote at, this Annual Meeting and any adjournment thereof.

Accompanying this notice of meeting is the Management Information Circular.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Management Information Circular.

Dated at Toronto, Ontario this 25th day of June, 2020

BY ORDER OF THE BOARD
/s/ "*Kelly Jennings*"
Kelly Jennings
Chief Executive Officer and Director