POWERBAND SOLUTIONS INC.
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Virtual meeting Guest Dial-in Number

Local – Toronto (+1) 416 764 8646

Toll Free – North America (+1) 888 396 8049

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the shareholders of Powerband Solutions Inc. (the "**Company**") will be held on Tuesday, June 15, 2021, at 11:00am EDT, virtually via the dial-in numbers provided above for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2020 and the auditor's report thereon;

2. to set the number of directors for the ensuing year at six;

3. to elect the directors for the ensuing year;

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

5. to consider, and if thought advisable to pass, an ordinary resolution of disinterested shareholders, approving the Company's 2021 Incentive Stock Option Plan (20% Fixed Plan) as further described in the management information circular;

6. to consider, and if thought advisable to pass, an ordinary resolution approving the Company's 2021 Restricted Share Unit plan as further described in the management information circular; and

7. 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 May 6, 2021 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 8th day of May 2021

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

NOTES:

1. Shareholders registered on the books of the Company at the close of business on May 6, 2021 are entitled to notice of the Meeting and to vote at the Meeting.

2. The directors have fixed 48 hours before the Meeting or any adjournment thereof as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Company's transfer agent, Computershare Investor Services Inc., of 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting.

3. Shareholders can vote online by logging into Investor Vote (www.investorvote.com) using their control number at the bottom of their Proxy/VIF or by calling the number as shown on the proxy/VIF.