

UPCO INTERNATIONAL INC.

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Surrey, BC V3S 1L3

Telephone 778.218.9638

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders of Upco International Inc. (hereinafter called the “**Company**”) will be held virtually on Thursday, April 22, 2021 at the hour of 10:00 o'clock in the forenoon (Pacific Time) for the following purposes:

1. To receive and consider the report of the directors, the audited financial statements of the Company for the year ended December 31, 2020 and the report of the auditor thereon.
2. To nominate MSLL CPA LLP, Chartered Professional Accountants, as auditor for the Company for the ensuing year at a remuneration to be fixed by the directors.
3. To set the number of directors at three (3) [4].
4. To elect three (3) [4] directors to serve until the next annual general meeting of shareholders or until their successors are elected or appointed.
5. To consider and, if thought fit, approve the Company’s 15% rolling stock option plan dated March 1, 2021.
6. To transact such further or other business including, without limitation, such amendments or variations as may properly come before the Meeting or any adjournment thereof.

The board of directors of the Company has fixed the close of business on Thursday, April 22, 2021 as the record date for the purpose of determining shareholders entitled to receive notice of the Meeting. Shareholders who are unable to attend the Meeting in person are requested to read, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy form and in the information circular accompanying this notice. Please advise the Company of any change in your mailing address. If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary.

DATED at Vancouver, British Columbia, the 23rd day of March 2021.

BY ORDER OF THE BOARD OF DIRECTORS

Andrea Pagani, CEO & President