



NOTICE OF ANNUAL GENERAL MEETING

July 7, 2019

Dear Shareholder:

Re: Annual Report and Annual General Meeting

I am pleased to inform you that the Annual General Meeting of the shareholders of Blue Power Group Ltd. will be held on August 14, 2019 at 4 pm at the Headquarters of the Guardsman Group Ltd., 107 Old Hope Road, Kingston 6.

Immediately after the termination of the Annual General Meeting, an Extraordinary General Meeting of the Company will be held at the same venue at 4.30 pm. The Agenda for both Meetings are included in this Notice.

Enclosed are: Notices of Meetings, Directors' Report, Stockholding of Directors and Officers, Top Ten Stockholders, Group Balance Sheet, Group Profit and Loss Statement, Statement of Changes in Equity, Statement of Cash Flows and two Proxy Forms. The complete Annual Report may be accessed on the website of the Jamaica Stock Exchange (jamstockex.com).

Should you prefer to have a printed version of the Annual Report, please contact us by telephone or email. Phone: 928-1882. Email: bluepowergrouplimited@gmail.com.

Printed copies of the Annual Report will be available at the meeting. We look forward to seeing you there.

Yours truly:

Lisa Kong
Blue Power Group Ltd.
Company Secretary



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE annual general meeting of the Company will be held at 4 pm on August 14, 2019 at the Guardsman Group Office, 107 Old Hope Road, Kingston 6 for shareholders to transact the business set out below and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive and consider the Directors' Report, Auditors' Reports and Audited Financial Statements of the Company and the Group for the year ended April 30, 2019:

RESOLUTION:

"THAT the Directors' Report, Auditors' Reports and Audited Financial Statements of the Company and the Group for the year ended April 30, 2019 be and are hereby adopted."

2. To fix the remuneration of the Auditors for 2019 or to determine the manner in which such remuneration is to be fixed:

RESOLUTION:

"THAT the remuneration of the Auditors, KPMG, having been fixed by the Directors for 2019, be and is hereby approved."

3. To ratify interim dividends and declare them final:

RESOLUTION:

"THAT the interim dividend of 2 cents per stock unit on record date July 25, 2019, paid on Aug 12, be and is hereby ratified and declared final for 2018-19."

4. To re-appoint the Auditors:

RESOLUTION:

"THAT the Auditors, KPMG, having indicated their willingness to continue in office, be and are hereby re-appointed for the year 2019-20"

5. To elect Directors:

RESOLUTIONS:

- a) "THAT Jeffrey Hall who retires by rotation, be and is hereby re-elected a Director of the Company."
- b) "THAT Peter Millingen who retires by rotation, be and is hereby re-elected a Director of the Company."
- c) "THAT Catherine Goodall who retires by rotation, be and is hereby re-elected a Director of the Company."

6. To fix the remuneration of Directors:

RESOLUTION:

"THAT the amount shown in the Accounts for the year ended April 30, 2019 for Directors' fees be and is hereby approved."

7. Any Other Business

Dated this 7th day of July, 2019. By Order of the Board

Lisa Kong
Company Secretary

A form of proxy accompanies this Notice of Annual General Meeting. A shareholder who is entitled to attend a vote at the Annual General Meeting of the Company may appoint one or more persons to attend in his/her place. A proxy need not be a shareholder of the Company. All completed original proxy forms must be deposited together with the power of attorney or other document appointing the proxy at the registered office of the Company at least 48 hours before the Annual General Meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Blue Power Group Limited August 14, 2019.

NOTICE is hereby given that an extraordinary general meeting of Blue Power Group Limited (the “Company”) will be held immediately after the Annual General Meeting, on August 14, 2019 at 4.30 pm at which the following resolutions will be considered for approval by the ordinary shareholders:

SPECIAL RESOLUTIONS

- (1)** THAT the issue / transfer of the Company’s shares in a newly created subsidiary of the Company Lumber Depot Limited (“New Lumber Depot”) to the Company’s shareholders on record as at August 1, 2019 with the intent that after such actions, shares in New Lumber Depot shall be held by the shareholders of the Company pro rata to their existing holdings in the Company, is hereby approved.

- (2)** THAT the transfer of the business and assets of the Lumber Depot Division of the Company to New Lumber Depot as of 1 August 2019, in consideration for related liabilities and transaction costs, is hereby approved.

- (3)** THAT any and all acts and deeds carried out in the name and on behalf of the Company in connection with the transactions described in resolutions (1) and (2) above, be and are hereby ratified.

Dated this 12th day of July 2019

By order of the Board

Lisa Kong
Company Secretary