

EDISON MOTORS LTD.

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 22, 2026**

AND

INFORMATION STATEMENT

September 8, 2026

EDISON MOTORS LTD.

NOTICE OF 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the shareholders of Edison Motors Ltd. ("**Edison**" or the "**Company**") will be held at:

2815 Donald Road
Golden, BC V0A 1H1

On September 22, 2026 at 4:00pm MT.

Dear Shareholder:

On behalf of the board of directors, I am pleased to invite you to attend the Company's 2026 annual general meeting of shareholders.

Your vote is important, regardless of the number of shares you own. Because the Meeting will be held in person only at the Company's facility in Golden, British Columbia, you are **strongly encouraged to submit your voting instructions online in advance of the Meeting**, whether or not you expect to attend in person. Voting online is the simplest and most effective way to ensure that your shares are represented at the Meeting.

This Notice is accompanied by the Company's Information Statement, which describes the business to be conducted at the Meeting and explains the voting procedures. Shareholders are encouraged to read the Information Statement carefully before voting.

The Meeting is being called for the following purposes:

- 1. Presentation of Financial Statements.** To receive the audited financial statements of the Company for the fiscal years ended December 31, 2024 and 2025, together with the auditor's reports thereon. No vote will be taken on the financial statements.
- 2. Number of Directors.** To set the number of directors at eight.
- 3. Election of Directors.** To elect the directors of the Company, as a slate, to hold office until the close of the next annual general meeting of shareholders or until their successors are duly elected or appointed.
- 4. Appointment of Auditor.** To appoint Shessel & Rana CPA as auditor of the Company to hold office until the close of the next annual general meeting of shareholders, at a remuneration to be fixed by the board of directors.
- 5. Other Business.** To transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The board of directors recommends that shareholders **VOTE FOR** setting the number of directors at eight, the election of the management nominees, as a slate, as directors of the Company, and the appointment of the Company's auditor. Additional information respecting each of the foregoing matters is contained in the accompanying Information Statement.

The board of directors has fixed September 8, 2026 as the record date (the "**Record Date**") for determining the shareholders entitled to receive notice of and vote at the Meeting. Only shareholders whose names appear on the Company's share register at the close of business on the Record Date will be entitled to receive notice of, and vote at, the Meeting or any adjournment or postponement thereof.

IMPORTANT REMINDER

The Meeting will be held in person only. Shareholders are strongly encouraged to submit their voting instructions online before the proxy deadline, whether or not they plan to attend the Meeting.

Shareholders may vote by submitting their voting instructions online through the Company's transfer agent at <https://vote.odysseytrust.com>, and by using your control number provided with the meeting materials.

Voting instructions must be received no later than 4:00pm (Mountain Time) on September 18, 2026, being at least 48 hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) before the time fixed for the Meeting or any adjournment or postponement thereof.

Shareholders who require assistance with the online voting process should contact the Company's transfer agent using the contact information provided with the accompanying voting materials.

Detailed information regarding voting procedures, the appointment and revocation of proxies, and the exercise of voting rights is set out in the accompanying Information Statement.

Dated at Golden, British Columbia, as of September 8, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS

EDISON MOTORS LTD.

(signed) "*Chace Barber*"

Chace Barber

Chief Executive Officer and Director

EDISON MOTORS LTD.

INFORMATION STATEMENT

INTRODUCTION

This Information Statement accompanies the Notice of Annual General Meeting of Shareholders (the “**Notice**”) and is furnished to shareholders holding common shares of Edison Motors Ltd. (“**Edison**” or the “**Company**”) in connection with the solicitation by Edison's management of proxies to be voted at the annual general meeting of the shareholders to be held at 2815 Donald Rd, Golden, BC V0A 1H1 on September 22, 2026, at 4:00pm MT (the “**Meeting**”), and at any adjournment or postponement thereof.

The accompanying Notice sets out the time, place and purposes of the Meeting. This Information Statement provides additional information regarding the matters to be considered at the Meeting and the procedures for voting.

Although shareholders are welcome to attend the Meeting in person, the Meeting will be held only at the Company's facility in Golden, British Columbia. Accordingly, shareholders are **strongly encouraged to submit their voting instructions in advance of the Meeting using the online voting platform** made available by the Company's transfer agent. Voting in advance is the most effective way to ensure that your shares are represented at the Meeting, whether or not you ultimately attend in person.

GENERAL PROXY AND VOTING INFORMATION

Solicitation of Proxies

The form of proxy delivered with this Information Statement is the management form of proxy and has been prepared in connection with the solicitation by Edison's management of proxies for use at the Meeting.

The solicitation of proxies will be made primarily by electronic delivery through the Company's transfer agent. Proxies may also be solicited by directors, officers or employees of the Company by telephone, electronic communication or personal contact, without additional compensation. The costs of the solicitation of proxies will be borne by the Company.

Appointment of Proxyholder

The persons named in the accompanying form of proxy are directors and officers of the Company who have been designated by management as proxyholders.

A shareholder has the right to appoint another person to attend and act on the shareholder's behalf at the Meeting. A shareholder wishing to appoint a person other than the management proxyholders named in the management form of proxy should follow the instructions contained in the form of proxy and any accompanying voting instructions. Subject to certain limited exceptions in the Company's Articles, a person appointed as proxyholder must be a shareholder of the Company.

Voting by Proxy

Because the Meeting will be held in person only at the Company's facility in Golden, British Columbia,

shareholders are strongly encouraged to submit their voting instructions online in advance of the Meeting.

Shareholders will receive an email from the Company's transfer agent, Odyssey Trust Company, notifying them of the Meeting and providing a link to the meeting materials. That email will also contain the shareholder's unique control number, which may be used to access Odyssey's online voting platform at vote.odysseytrust.com.

Voting instructions must be received no later than 4:00pm (Mountain Time) on September 18, 2026, being at least 48 hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) before the time fixed for the Meeting or any adjournment or postponement thereof. Submitting voting instructions in advance is the most effective way to ensure that your shares are represented at the Meeting, whether or not you ultimately attend in person.

Shareholders who prefer not to vote online may submit a completed form of proxy in accordance with the instructions set out in the accompanying form of proxy.

Revocation of Proxies

A shareholder who has submitted voting instructions or a proxy is not bound by those instructions and may change or revoke them at any time before they are exercised. A shareholder may do so by submitting new voting instructions or a new proxy in accordance with the procedures established by the Company's transfer agent. If more than one set of voting instructions or proxy is submitted, the most recently dated valid instructions or proxy received before the applicable deadline will be the instructions that are counted.

A shareholder who attends the Meeting in person and votes at the Meeting will supersede any previously submitted voting instructions or proxy with respect to the shares voted at the Meeting.

Exercise of Discretion by Proxyholders

The shares represented by a properly completed and validly submitted proxy will be voted or withheld from voting in accordance with the instructions of the shareholder.

Where no voting instructions are given, the management proxyholders named in the accompanying form of proxy intend to vote:

- **FOR** setting the number of directors at eight;
- **FOR** the election of management's slate of nominees as directors of the Company;
- **FOR** the appointment of Shessel & Rana CPA as auditor of the Company, with remuneration to be fixed by the board of directors; and
- in their discretion with respect to any amendments or variations to the matters identified in the Notice of Meeting and any other business that may properly come before the Meeting.

As of the date of this Information Statement, management is not aware of any amendments or variations to the matters identified in the Notice of Meeting or of any other business to be brought

before the Meeting.

Record Date

The board of directors (the "**Board**") has fixed September 8, 2026 as the record date for determining the shareholders entitled to receive notice of and vote at the Meeting.

Only shareholders whose names appear on the Company's share register at the close of business on the Record Date will be entitled to receive notice of, and vote at, the Meeting or any adjournment or postponement thereof.

Each common share of the Company outstanding on the Record Date entitles its holder to one vote on each matter to be considered at the Meeting.

Quorum and Approval of Matters

Under the Company's Articles, the quorum for the transaction of business at the Meeting is two persons who are present in person or represented by proxy and who, in the aggregate, hold at least 5% of the issued shares entitled to vote at the Meeting. No business may be transacted at the Meeting unless the required quorum is present at the commencement of the Meeting.

Each matter to be considered at the Meeting must be approved by the requisite majority of votes cast by shareholders present in person or represented by proxy, in accordance with the *Business Corporations Act* (British Columbia) and the Company's Articles.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

1. Presentation of Financial Statements

The financial statements of the Company for the fiscal years ended December 31, 2024 and 2025 will be placed before the Meeting. No vote will be taken on the financial statements. The Company's financial statements are also available on its website at www.edisonmotors.ca/investors.

2. Number of Directors

The Company currently has six directors. The Board has determined that it would be appropriate to increase the size of the Board to eight directors to facilitate the addition of further independent directors to the Board. The Board believes that increasing the number of independent directors will broaden the experience and perspectives represented on the Board and enhance the Company's corporate governance and oversight as the Company continues to grow.

At the Meeting, shareholders will be asked to consider and, if thought advisable, approve an ordinary resolution setting the number of directors of the Company at eight.

The Board recommends that shareholders **VOTE FOR** the resolution setting the number of directors of the Company at eight.

Unless otherwise directed, the persons named in the accompanying management form of proxy intend to vote FOR the foregoing resolution.

3. Election of Directors

Under the Company's Articles, the directors are elected annually by the shareholders and hold office until the close of the next annual general meeting of shareholders, or until their successors are duly elected or appointed in accordance with the Company's Articles.

At the Meeting, shareholders will be asked to elect eight directors to serve until the close of the next annual general meeting of the Company.

Management has nominated the eight individuals listed below for election as directors (collectively, the "**Management Nominees**"). The Management Nominees will be presented for election as a single slate, and shareholders will be entitled to vote FOR the election of the Management Nominees as a slate or WITHHOLD their vote in respect of the slate. Shareholders will not vote separately in respect of individual Management Nominees.

In selecting the Management Nominees, the Board considered the Company's current stage of development and the skills, experience, institutional knowledge and independence appropriate for the Board in overseeing the Company's business and strategic direction. The Board believes that the Management Nominees collectively provide an appropriate combination of experience, continuity, independent oversight and knowledge of the Company's business to support the continued growth of the Company and enhance its corporate governance.

For these reasons, the Board recommends that shareholders **VOTE FOR** the election of the Management Nominees as a slate.

Management Nominees Slate

Chace Barber *CEO & Incumbent Director*

Chace Barber is the Chief Executive Officer and a founder of Edison Motors. He has more than 20 years of experience in the trucking industry, including experience as a commercial truck driver and in vocational fleet operations and maintenance. As Chief Executive Officer, Chace is responsible for the Company's strategic direction and oversees its engineering, design and production activities, as well as relationships with suppliers, customers and investors.

Theron Groff *President & Incumbent Director*

A logging truck driver with two decades of commercial vehicle and heavy-duty equipment experience. He has also been involved in developing the Company's brand and public communications and building its social media presence. As President, Theron is involved in the Company's long-term strategy, corporate communications and brand development.

Raymond Matkin *Executive VP, Defence & Incumbent Director*

Raymond Matkin is the Executive Vice President, Defence of Edison Motors and has a trades and technical background. He has been involved in the development of the Company's vehicles from proof-of-concept through the production prototype stage, including vehicle assembly, supplier relationships, production planning and technical development. In his current role, Raymond is focused on

opportunities involving government and defence contracts, programs and grants.

Richard Bosch *Executive VP, Pickups & Incumbent Director*

Richard Bosch is the Executive Vice President, Pickups of Edison Motors and has approximately 20 years of experience in heavy- and medium-duty vehicle mechanics. He leads the Company's Class 5 vehicle design and manufacturing activities and has been involved in the development of the Company's Class 5 prototypes. Richard is also known for his automotive-focused YouTube channel, Deboss Garage, through which he shares his experience with vehicle design, mechanics and fabrication.

Matthew Elliott *Incumbent Director*

Matthew Elliott has approximately 20 years of experience in the forestry industry, including as a logging truck and harvester operator and in business management. His experience includes the operation of heavy-duty vehicles and equipment in demanding forestry and off-road applications, as well as experience with the financial and operational requirements of running a business.

Donville Price *Director Nominee*

Donville (DJ) Price has approximately 35 years of experience in the trucking and oilfield services industries. His experience includes commercial trucking and management roles, including with Total Oilfield Rentals during its transition from a private to a publicly traded company. In 2012, DJ founded Royal Oilfield Rentals. He has also supported the testing of Edison's vehicles through the operation of the Company's first BDE truck model intended for oil and gas applications in Alberta.

Mark Tatlow *Director Nominee*

Mark Tatlow has approximately 40 years of experience in transportation and logistics services supporting mining, oilfield, marine and construction operations. He serves as General Manager at Lynden Transport and DeLong Mountain Logistics and has extensive operating experience in northern and remote locations in Alaska and Canada. His experience includes the design and operation of trucks for demanding operating environments, and he has provided input to Edison regarding vehicle design and durability.

Curtis Rodgers *Director Nominee*

Curtis Rodgers has been a longtime supporter and advisor to Edison Motors. He brings experience as a venture investor and construction industry veteran with 17 years spanning heavy civil field operations, equipment-intensive project delivery, and early-stage company building. Curtis fills a crucial role by bringing his professional experience assisting startup companies to mature and grow. He has experience at employee-owned companies, allowing him to know firsthand how ownership culture drives safety, retention, motivation and long-term decision-making at an industrial scale. He brings his financial and business experience as an investor and advisor to several other vehicle-centric startup companies to assist with increasing Edison's long-term growth and the professionalization of the Company.

Unless otherwise directed, the persons named in the accompanying management form of proxy intend to vote FOR the election of the Management Nominees as a slate.

Each nominee who is elected will hold office until the close of the next annual general meeting of shareholders of the Company or until his or her successor is duly elected or appointed, unless the office is earlier vacated in accordance with the Company's Articles or the *Business Corporations Act* (British Columbia).

The Board recommends that shareholders **VOTE FOR** the election of the Management Nominees as a slate.

4. Appointment of Auditor

At the Meeting, shareholders will be asked to appoint Shessel & Rana CPA, as the auditor of the Company to hold office until the close of the next annual general meeting of shareholders, at a remuneration to be fixed by the Board.

Unless otherwise directed, the persons named in the accompanying management form of proxy intend to vote FOR the appointment of Shessel & Rana CPA as auditor of the Company and to authorize the Board to fix the auditor's remuneration.

The Board recommends that shareholders **VOTE FOR** the appointment of Shessel & Rana CPA as auditor of the Company to hold office until the close of the next annual general meeting of shareholders, at a remuneration to be fixed by the Board.

APPROVAL BY THE BOARD OF DIRECTORS

The content of this Information Statement has been approved and the delivery of it to each shareholder of Edison entitled thereto and has been authorized by the Board of Edison.

Dated at Golden, British Columbia as of September 8, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS

EDISON MOTORS LTD.

(Signed) "*Chace Barber*"

Chace Barber
CEO and Director