

INFORMATION STATEMENT

METAPOWER INTERNATIONAL, INC. Offer to Exchange Common Stock

Dear Shareholder:

The Board of Directors of MetaPower International, Inc. (the “Company”) has approved an offer to exchange all of the Company’s issued and outstanding Common Stock for shares of the Company’s Series A Convertible Preferred Stock (the “Series A Preferred Stock”). In connection with any tender of Common Stock for exchange, the tendering shareholder will also receive Warrants (“Warrants”) to purchase the Company’s Common Stock.

The terms of the offer are as follows. For each one hundred (100) shares of the Company’s Common Stock tendered in the exchange you will receive (i) one share of the Company’s Series A Preferred Stock, and (ii) a warrant to purchase one share of the Company’s Common Stock. A Shareholder must tender at least 1 million shares of Common Stock to qualify to take part in this exchange offer. In addition, the deadline for accepting the exchange offer and delivery of certificates to the Company is March 15, 2008.

This Information Statement is being furnished to provide information to our shareholders about the terms and conditions of the exchange offer and how to elect to participate in the exchange. It is not intended as an inducement or encouragement to buy or sell any securities of the Company. You are not required to accept the exchange offer. However, the Board of Directors encourages shareholders to participate in the exchange offer and hopes as many shareholders as possible will accept the offer.

Neither the Securities and Exchange Commission nor any state securities administrators have approved the MetaPower International, Inc. Series A Preferred Stock and Warrants to be issued, or determined if this Information Statement is accurate or adequate.

Sincerely,

Ken Allen
President

January 17, 2008

The offer to exchange Common Stock for Series A Convertible Preferred Stock and Warrants to Purchase Common Stock (the Exchange Offer”) culminates a lengthy process during which the Board of Directors of MetaPower International, Inc., concluded that it would be in the best interests of the Company and its shareholders to reorganize the Company’s capital structure by substantially reducing the number of common shares issued and outstanding without eliminating the rights of current shareholders to continue to hold an equity interest in the Company and participate in the Company’s growth. To provide you with a better understanding of the Exchange Offer, we have provided information that will take you through the Exchange Offer process.

Questions and Answers about the Exchange Offer

What is being offered under the Exchange Offer?

The Exchange Offer consists of an offer to exchange Common Stock for shares of a newly created Series A Convertible Preferred Stock (the “Series A Preferred Stock”) and warrants to purchase Common Stock (the “Warrants”).

What rights will I have as a holder of Series A Convertible Preferred Stock?

Each share of the Series A Preferred Stock will have one (1) vote on all corporate matters which require shareholder approval, in the same manner as your Common Stock. In addition, you will have the right to convert the Series A Preferred Stock in to Common Stock at a later time subject to certain conditions. Lastly, the Series A Preferred Stock will receive the same dividends as the Common Stock, if and when declared by the Board of Directors.

What are the terms and conditions of the conversion rights of the Series A Convertible Preferred Stock?

No conversion of Series A Preferred Stock to Common Stock can occur until after March 15, 2009. Thereafter, at your option, you may convert the Series A Preferred Stock into Common Stock. For purposes of conversion, the value of each share of Series A Preferred Stock will be deemed to be \$1.00. The number of shares of Common Stock to be received upon a conversion will

be based on the value of the Common Stock at the time of conversion. That value will be based on the average closing bid price of the Common Stock for each of the ten (10) consecutive trading days immediately prior to the date of conversion.

Illustrations of conversion rights:

(a) Assume you hold 1,000 shares of Series A Preferred Stock. Assume further that the market bid of the Common Stock is \$.50 per share. The number of shares of Common Stock which you can receive upon conversion will be 2,000 (\$1,000 divided by \$.50 per share).

(b) Assume you hold the same 1,000 shares of the Series A Preferred Stock. Assume further that the market bid of the Common Stock is \$0.05 per share. The number of shares of Common Stock which you can receive upon conversion will be 20,000 (\$1,000 divided by \$0.05 per shares).

Right of Redemption

MetaPower International, Inc. will have the right, beginning May 15, 2009, after appropriate notice, to call for redemption all or part of any outstanding Series A Preferred Stock at a redemption price of \$0.01 per share of Series A Preferred Stock.

Will the Series A Preferred Stock be transferable or trade on a stock exchange or other public market?

No. The Preferred Stock will not trade on any stock exchange or other public market.

What do I have to do to accept the Exchange Offer?

In order to accept the Exchange Offer, you must tender no less than 1,000,000 shares of Common Stock to the Company at 9901 N. E. 7th Avenue, Suite B-233, Vancouver, WA 98685, and the certificate must be delivered on or before March 15, 2008.

How many shares of Series A Preferred Stock will I receive in the Exchange Offer?

You will receive one (1) share of the Series A Preferred Stock for each one hundred (100) shares of Common Stock delivered for exchange. Fractional shares based on this calculation will be rounded up to the next whole share

What happens to my Common Stock if I do not choose to accept the Exchange Offer or if I do not deliver all of my Common Stock for exchange?

Nothing. You will still own the Common Stock that you did not deliver for exchange.

How many Warrants will I receive in the exchange?

For each share of Series A Preferred Stock you receive you will also receive a Warrant to purchase one share of Common Stock.

What is the exercise price of the Warrant?

The exercise price of each Warrant is \$.05.

When can the Warrants be exercised?

The Warrants may be exercised at any time after receipt. The latest date on which the Warrants can be exercised is January 15, 2010.

When can I sell the Common Stock that I receive on exercising the Warrant?

The shares of Common Stock received by exercising the Warrant will be “restricted stock” and therefore must be sold under Rule 144 under which, effective February 15, 2008, there will be a 6 month holding period.

When can I expect to receive the Series A Preferred Stock certificates and the Warrants if I accept the Exchange Offer?

We expect the certificates for the Series A Preferred Stock and the Warrants will be sent out on or before May 31, 2008.

Who Can Help Answer Your Questions

This Information Statement is posted on the MetaPower International, Inc., website at: www.metapower.com.
Shareholders of MetaPower International, Inc. with inquiries relating to the Exchange Offer should contact:

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