

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF D-BOX TECHNOLOGIES INC.

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the “**Meeting**”) of D-BOX TECHNOLOGIES INC. (the “**Corporation**”) will be held at 10:00 a.m. (eastern time) on August 17, 2016 at the McCord Museum, 690 Sherbrooke Street West, Montreal, Québec, H3A 1E9. The purposes of the meeting are to:

1. receive and consider the consolidated financial statements of the Corporation for the fiscal year ended March 31, 2016 and the auditors’ report thereon;
2. elect directors;
3. appoint Ernst & Young LLP as auditors of the Corporation and authorize the directors to fix their remuneration;
4. consider, and if deemed advisable adopt, a resolution in the form annexed as Schedule A to the Management Proxy Circular, ratifying and approving the Amended and Restated Shareholder Rights Plan of the Corporation;
5. consider, and if deemed advisable, adopt a special resolution in the form annexed as Schedule B to the Management Proxy Circular, authorizing an amendment to the Articles of the Corporation so as to, if deemed advisable by the Board of Directors of the Corporation, consolidate, no later than twelve months from the date of the Meeting, the issued and outstanding Class A common shares of the Corporation on the basis of one Class A common share for a maximum of every ten Class A common shares issued and outstanding; and
6. transact such other business as may properly be brought before the Meeting.

Additional information on the above matters can be found in the Corporation’s Management Proxy Circular under the headings “Election of Directors”, “Appointment and Remuneration of Auditors”, “Ratification and Approval of Amended and Restated Shareholder Rights Plan” and “Consolidation of Shares”.

### **Notice-and-Access**

The Corporation has elected to use “notice-and-access” rules (“**Notice-and-Access**”) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for distribution of its Proxy-Related Materials (as defined below) to shareholders who do not hold shares of the Corporation in their own names (referred to herein as “**Beneficial Shareholders**”). Notice-and-Access is a new set of rules that allows issuers to post electronic versions of proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies. “**Proxy-Related Materials**” refers to the Management Proxy Circular of the Corporation dated July 8, 2016 (the “**Circular**”), the Notice of Meeting and a voting instruction form.

The use of Notice-and-Access is more environmentally friendly as it will help reduce paper use. It will also reduce the Corporation's printing and mailing costs. Beneficial Shareholders may obtain further information about Notice-and-Access by contacting: (i) **for Beneficial Shareholders with a 15-digit Control Number**: Computershare Investor Services Inc. toll free at 1-866-964-0492 or on the internet at [www.computershare.com/noticeandaccess](http://www.computershare.com/noticeandaccess); or (ii) **for Beneficial Shareholders with a 16-digit Control Number**: Broadridge Financial Solutions, Inc. toll free at 1-855-887-2244.

The Corporation is not using Notice-and-Access for delivery to shareholders who hold their shares directly in their respective names (referred to herein as "**Registered Shareholders**"). Registered Shareholders will receive paper copies of the Circular and related materials via prepaid mail.

### **Websites Where Proxy-Related Materials are Posted**

The Proxy-Related Materials are available on the Corporation's website at [www.d-box.com](http://www.d-box.com) and under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Notice Package**

Although the Proxy-Related Materials have been posted on-line as noted above, Beneficial Shareholders are receiving paper copies of a notice package via prepaid mail, including this Notice of Annual Meeting, containing information prescribed by NI 54-101 such as: the date, time and location of the Meeting, the website addresses where the Proxy-Related Materials are posted, a voting instruction form, and supplemental mail list return card for Beneficial Shareholders to request they be included in the Corporation's supplementary mailing list for receipt of the Corporation's interim financial statements for the 2017 fiscal year.

### **How to Obtain Paper Copies of Proxy-Related Materials**

Beneficial Shareholders may obtain paper copies of the Circular free of charge by contacting: (i) **for Beneficial Shareholders with a 15-digit Control Number**: Computershare Investor Services Inc. toll free at 1-866-962-0498 (within North America) or 514-982-8716 (outside North America); or (ii) **for Beneficial Shareholders with a 16-digit Control Number**: Broadridge Financial Solutions, Inc. toll free at 1-877-907-7643. Any request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Corporation by 5:00 p.m. (eastern time) on August 1, 2016 in order to allow sufficient time for Beneficial Shareholders to receive their paper copies and to return their voting instruction form by the due date.

### **Voting**

The Board of Directors has fixed the close of business on July 5, 2016 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof.

Beneficial Shareholders are encouraged to express their vote in advance by completing and signing the enclosed voting instruction form and returning it in accordance with the instructions provided

to them by their broker or other intermediary. Shareholders are reminded to review the Circular prior to voting.

Registered Shareholders are encouraged to express their vote in advance by completing the enclosed form of proxy. Detailed instructions on how to complete and return proxies are provided on page 3 of the Circular. To be effective, the completed form of proxy must be deposited with the Corporation's transfer agent and registrar, Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, at any time prior to 5:00 p.m. (eastern time) on August 15, 2016 or with the Secretary of the Corporation before the commencement of the Meeting or at any adjournment thereof. Registered Shareholders may also vote their shares by telephone or through the internet using the procedures described in the enclosed form of proxy.

DATED at Longueuil, Québec, this 8<sup>th</sup> day of August, 2016

**ORDER OF THE BOARD OF DIRECTORS**

per: (s) Jean Lamarre  
Jean Lamarre  
Chairman of the Board of Directors