NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

D-BOX TECHNOLOGIES INC.

August 11, 2026

D-BOX TECHNOLOGIES INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO: THE SHAREHOLDERS OF D-BOX TECHNOLOGIES INC.

NOTICE IS HEREBY GIVEN that an annual meeting (the "**Meeting**") of shareholders ("**Shareholders**") of D-BOX Technologies Inc. (the "**Corporation**") will be held in a virtual format at 10:00 a.m. (Eastern time) on September 23, 2026 for the following purposes:

1. to receive and consider the consolidated financial statements of the Corporation for the fiscal year ended March 31, 2026 and the auditors' report thereon;
2. to elect directors;
3. to appoint Ernst & Young LLP as auditors of the Corporation and to authorize the directors to fix their remuneration; and
4. to transact such other business as may properly be brought before the Meeting.

Additional information on the above matters can be found in the management information circular prepared in connection with the Meeting (the "**Circular**"), under the headings "*Election of Directors*" and "*Appointment and Remuneration of Auditors*".

Notice-and-Access

As permitted by the Canadian Securities Administrators and pursuant to exemptions obtained by the Corporation under the *Canada Business Corporations Act* (the "**CBCA**"), you are receiving this notice because the Corporation has elected to use the "notice-and-access" mechanism for delivery to Shareholders of this notice of annual meeting of Shareholders, the Circular and other proxy-related materials (collectively, the "**Meeting Materials**"), as well as the audited consolidated financial statements of the Corporation for the fiscal year ended March 31, 2026 and the independent auditor's report thereon and the related management's discussion and analysis (collectively, the "**Financial Materials**"). The Corporation has adopted notice-and-access for both registered and non-registered Shareholders. Notice-and-access is a set of rules that allow issuers to post electronic versions of proxy-related materials online, via SEDAR+ (www.sedarplus.ca) and one other website, rather than mailing paper copies of such materials to Shareholders. Under notice-and-access, Shareholders still receive proxy forms or voting instruction forms enabling them to vote at the Meeting. However, instead of paper copies of the Meeting Materials and the Financial Materials, Shareholders receive this notice which explains how they may access these documents online and how to request paper copies thereof. The use of notice-and-access directly benefits the Corporation by substantially reducing printing and mailing costs and is also more environmentally friendly as it reduces paper consumption.

You can access the Meeting Materials and the Financial Materials electronically by visiting www.d-box.com/en/investor-relations or under the Corporation's profile on SEDAR+ at www.sedarplus.ca. Shareholders are reminded to review the Meeting Materials prior to voting.

In accordance with the *Fighting Against Forced Labour and Child Labour in Supply Chains Act* (Canada), the Corporation has made its Modern Slavery Report for its fiscal year ended March 31, 2026 (the "**Modern Slavery Report**") available at www.d-box.com/en/investors/leadership-and-governance and under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

The Corporation will provide a paper copy of the Circular, the Modern Slavery Report or the Financial Materials to any Shareholder, free of charge, for a period of one year from the date the Circular is filed on SEDAR+ (www.sedarplus.ca). You may request a paper copy at any time before the Meeting by contacting Odyssey Trust Company ("**Odyssey**"), the Corporation's transfer agent, via www.odysseytrust.com/ca-en/help or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America), in which case your request will be processed within three business days and the requested documents will be sent by first-class mail, courier or equivalent. Please take shipping time into consideration to ensure you receive the Circular before the Meeting. To ensure receipt of the paper copies in advance of the voting deadline and Meeting date, the Corporation estimates that your request must be received by no later than 5:00 p.m. (Eastern time) on September 11, 2026. Please note that you will not receive another form of proxy or voting instruction form, so please keep the one you received with this notice. After the Meeting, requests may be made by calling the same numbers, and each request will be processed within 10 calendar days.

The Meeting

The directors of the Corporation have, by resolution, fixed the close of business on August 7, 2026 as the record date for the determination of the Shareholders entitled to receive notice of the Meeting.

This year again, the Corporation will hold a virtual-only Meeting via live audio webcast. Shareholders will have an equal opportunity to participate in the Meeting online, regardless of geographic location, as well as to ask questions and vote on certain matters, but will not be able to attend the Meeting in person. Non-registered (or beneficial) Shareholders who have not duly appointed themselves as proxyholders will be able to participate in the Meeting as guests; however, guests will not be able to vote or ask questions at the Meeting. A summary of the information Shareholders and proxyholders will need to attend the Meeting online is provided in the Circular.

Shareholders who are unable to attend the Meeting are entitled to be represented by proxy and are requested to date, sign and return the enclosed form of proxy or voting instruction form in the envelope provided for that purpose or, alternatively, to vote through the online platform in accordance with the enclosed instructions. To be valid, a proxy must be duly completed and signed, and delivered to Odyssey (i) in person or by mail or courier to Proxy Department, 1100 – 67 Yonge Street, Toronto, Ontario, M5E 1J8, or (ii) via the internet at https://vote.odysseytrust.com. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 10:00 a.m. (Eastern time) on September 21, 2026 or be deposited with the Corporate Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

Online participation in the Meeting enables registered Shareholders to participate in the Meeting and ask questions in real time. Registered Shareholders can vote at the appropriate times by completing a ballot online during the Meeting. Registered Shareholders wishing to vote at the Meeting do not need to complete or return the form of proxy. However, even if a Shareholder wishes to participate in the Meeting, such Shareholder may vote their shares in advance; any such vote will be counted if the Shareholder later decides not to participate in the Meeting.

DATED at Longueuil, Québec
August 11, 2026

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Dave McLurg"
Dave McLurg

Chair of the Board of Directors

<table>
<tr><td colspan="3">YOUR VOTE IS IMPORTANT
Registered Shareholders entitled to vote at the Meeting may use one of the voting methods shown below in order to vote in advance of the Meeting:</td></tr>
<tr><td>Online</td><td colspan="2">You can vote your shares online at https://vote.odysseytrust.com. You will need to enter your 12-digit control number printed on the front of your proxy form and follow the instructions on screen.</td></tr>
<tr><td>By Mail</td><td colspan="2">Complete, sign, date and return your form of proxy or voting instruction form in the postage-paid envelope provided to Odyssey Trust Company Attention: Proxy Department, 1100 – 67 Yonge Street, Toronto, Ontario, M5E 1J8.</td></tr>
<tr><td colspan="3">Beneficial Shareholders entitled to vote at the Meeting may use one of the voting methods shown below to vote in advance of the Meeting:</td></tr>
<tr><td></td><td>Canadian Beneficial Owners (Canadian Non-Objecting Beneficial Owners (CDN NOBOs) or Canadian Objecting Beneficial Owners (CDN OBOs))</td><td>U.S. Beneficial Owners (US Non-Objecting Beneficial Owners (US NOBOs) or U.S. Objecting Beneficial Owners (US OBOs))</td></tr>
<tr><td>By Phone</td><td>Call 1-800-474-7493 (English) or 1-800-474-7501 (French).

You will need to enter your 16-digit control number printed on the front of your voting instruction form. Follow the interactive voice recording instructions to submit your vote.</td><td>Call 1-800-454-8683.

You will need to enter your 16-digit control number printed on the front of your voting instruction form. Follow the interactive voice recording instructions to submit your vote.</td></tr>
<tr><td>Online</td><td>Go to www.proxyvote.com.

Enter your 16-digit control number printed on the front of your voting instruction form and follow the instructions on screen.</td><td>Go to www.proxyvote.com.

Enter your 16-digit control number printed on the front of your voting instruction form and follow the instructions on screen.</td></tr>
<tr><td>By Mail</td><td>Enter voting instructions and send your completed voting instruction form to:
Data Processing Centre
PO BOX 3700 STN Industrial Park
Markham, Ontario, L3R 9Z9</td><td>Enter voting instructions and send your completed voting instruction form in the return envelope provided.</td></tr>
<tr><td colspan="3">Further details on the voting processes are provided in the enclosed proxy form or voting instruction form. All voting instructions, to be valid, must be received by Odyssey no later than 10:00 a.m. (Eastern time) on September 21, 2026 (or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting) for the proxy to be voted. Beneficial Shareholders must provide their voting instructions to their Intermediary (as defined in the Circular) by the deadline specified on the voting instruction form so that the Intermediary has sufficient time to act on the voting instructions in advance of the proxy cut-off.</td></tr>
<tr><td colspan="3">Registered Shareholders and Beneficial Holders - If you have any questions or need assistance on the voting procedure, you can contact Odyssey, the Corporation's transfer agent, at shareholders@odysseytrust.com or 1-888-290-1175 (toll-free).</td></tr>
</table>