



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

NOTICE IS HEREBY GIVEN that, due to persistent concerns regarding the COVID-19 pandemic and to assist in protecting the health and well-being of our shareholders, employees and directors, an Annual and Special Meeting of Shareholders (the “**Meeting**”) of D-BOX Technologies Inc. (the “**Corporation**”) will be held in a virtual format at 10:00 a.m. on September 14, 2022 for the following purposes:

1. To receive and consider the consolidated financial statements of the Corporation for the fiscal year ended March 31, 2022 and the auditors’ report thereon;
2. To elect directors;
3. To appoint Ernst & Young LLP as auditors of the Corporation and authorize the directors to fix their remuneration;
4. To consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule A to the accompanying management proxy circular (the “**Circular**”), ratifying, confirming and approving the amendment and renewal of the Amended and Restated Shareholder Rights Plan of the Corporation;
5. To 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 Circular under the headings “Election of Directors”, “Appointment and Remuneration of Auditors” and “Ratification and Approval of Amended and Restated Shareholder Rights Plan”.

It is important that your shares be represented at the Meeting. Please note that the Meeting will be held in a virtual only format, which will be conducted via live audio webcast which can be accessed after registering at the link indicated below. Shareholders will not be able to attend the Meeting in person but will have an opportunity to participate at the Meeting online regardless of their geographic location.

Notice-and-Access

The Corporation has elected to use “notice-and-access” rules (“**Notice-and-Access**”) under NI 54-101 for distribution of 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 recent 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 this Circular, the Notice of Meeting and a voting instruction form (“**VIF**”).

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; 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 this 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 and under the Corporation’s profile on SEDAR at www.sedar.com.

Notice Package

Although the Proxy-Related Materials have been posted on-line as noted above, Beneficial Shareholders will receive paper copies of a notice package (“**Notice Package**”) via prepaid mail 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 VIF, 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 2023 fiscal year.

How to Obtain Paper Copies of Proxy-Related Materials

Beneficial Shareholders may obtain paper copies of this 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 September 2, 2022 in order to allow sufficient time for Beneficial Shareholders to receive their paper copies and to return their VIF by its due date.

The Meeting

Only Registered Shareholders on the records of the Corporation as of the close of business on July 27, 2022 (the “**Record Date**”) are entitled to receive notice of, and to vote or act at, the virtual Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof. Beneficial Shareholders who wish to attend the virtual Meeting and participate and vote during the virtual Meeting must appoint themselves as proxyholders.

In addition to being able to vote at the appropriate time during the Meeting, Registered Shareholders and duly appointed proxyholders will be able to attend and participate at the virtual Meeting as your proxy and vote your Class A common shares at the Meeting, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the Circular. Beneficial Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote at the Meeting. To access the Meeting, follow the instructions below:

- Step 1: Log in online and register at: <https://bit.ly/3yJCv5R> before 10:00 a.m. on September 12, 2022.
- Step 2: Complete the survey to register for the Meeting.
- Step 3: After registering, you will receive a confirmation email sent to the email address you provided in the survey with access instructions for the day of the Meeting. This confirmation email with access instructions will also be sent out the day prior to the Meeting.

The Corporation recommends that you log in by 9:45 a.m. (eastern time) on September 14, 2022. It is important to ensure you are connected to the internet at all times in order to vote when balloting commences. You are responsible for ensuring internet connectivity for the duration of the Meeting.

Registered Shareholders and Beneficial Shareholders who are unable to participate in the Meeting are kindly requested to specify on the accompanying form of proxy or VIF, as applicable, the manner in which the Class A common shares represented thereby are to be voted, and to sign, date, and return same in accordance with the instructions set out in the form of proxy or VIF, as applicable, and the Circular.

A Registered Shareholder or a Beneficial Shareholder who desires to appoint a person other than those identified on the form of proxy or VIF to represent him, her or it at the virtual Meeting, or any adjournment thereof, may do so by inserting such person’s name in the blank space provided in the form of proxy or VIF and following the instructions for submitting such form of proxy or VIF. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or VIF. If you wish that a person other than the nominees identified on the form of proxy or VIF attend and participate at the virtual Meeting as your proxy

and vote your Class A common shares, including if you are a Beneficial Shareholder and wish to appoint yourself as a proxyholder to attend, participate and vote at the virtual Meeting, you MUST register such proxyholder after having submitted your form of proxy or VIF identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a four-digit username to attend, participate and vote at the Meeting. Without a username, proxyholder will not be able to register in order to participate, submit questions online and vote virtually at the Meeting. To register a proxyholder, shareholders MUST visit <https://www.computershare.com/DBOX> and provide Computershare Investor Services Inc. with their proxyholder's contact information before 10:00 a.m. on September 12, 2022, so that the Computershare Investor Services Inc. may provide the proxyholder with a four-digit username via email. The username will be required for proxyholders to register for the Meeting in accordance with the steps 1 to 3 described above and participate, attend and vote at the Meeting which will be held through a live audio webcast.

The Circular accompanying this Notice contains important instructions and details on how to participate at the Meeting and vote your Class A common shares by proxy or online during the Meeting. The specific details of the matters proposed to be put before the Meeting are also set forth in the Circular.

Beneficial Shareholders are encouraged to express their vote in advance by completing and signing the enclosed VIF 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 7 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, 8th Floor, Toronto, Ontario, M5J 2Y1, at any time prior to 10:00 a.m. (eastern time) on September 12, 2022 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.

EVEN IF YOU PLAN TO PARTICIPATE IN THE MEETING ONLINE, PLEASE SUBMIT YOUR PROXY BY INTERNET, PHONE OR MAIL AS SOON AS POSSIBLE. If you later choose to revoke your proxy or change your vote, you may do so by following the procedures described in the Circular.

DATED at Longueuil, Québec
August 4, 2022

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Denis Chamberland
Denis Chamberland
Chair of the Board of Directors