



D-BOX TECHNOLOGIES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that, due to concerns regarding the coronavirus outbreak (“**COVID-19**”) 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 to provide a consistent experience to all shareholders regardless of location on September 16, 2020 at 10:00 a.m. for the following purposes:

1. To receive and consider the consolidated financial statements of the Corporation for the fiscal year ended March 31, 2020 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 special resolution in the form annexed as Schedule A to the accompanying management proxy circular (the “**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
5. To transact such other business as may properly be brought before the Meeting.

It is important that your shares be represented at the Meeting. Please note that the Meeting will be held in a virtual, audio only, online format conducted by live webcast at <https://web.lumiagm.com/212651283/>. The Corporation intends to utilize a virtual meeting for the 2020 Meeting in light of the COVID-19 pandemic, and will consider whether to revert to a physical in person meeting for future shareholder meetings as circumstances permit.

Only persons registered as shareholders on the records of the Corporation as of the close of business on July 27, 2020 (the “**Record Date**”) are entitled to receive notice of, and to vote or act at, the 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.

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. Registered shareholders and duly appointed proxyholders who participate in the Meeting online will have the opportunity to participate in the question and answer session and vote at the Meeting, provided that they follow the instructions in the accompanying Circular and remain connected to the internet at all times during the Meeting. Non-registered (beneficial) shareholders who do not appoint themselves as their proxyholder in accordance with the instructions in this Circular and provided by their intermediary, will be able to participate as guests at the Meeting but will not be able to vote. Guests will be able to listen to the proceedings of the Meeting but cannot vote. Shareholders that usually vote by proxy ahead of the Meeting will be able to do so in the same manner as previous shareholder meetings. The Circular of the Corporation 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.

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 3, 2020

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Jean-René Halde

Jean-René Halde
Chair of the Board of Directors

DATED at Longueuil, Québec, this 3rd day of August, 2020

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Jean-René Halde

Jean-René Halde
Chair of the Board of Directors