

DATAMETREX AI LIMITED

Notice of Annual and Special Meeting of Shareholders to be held on December 14, 2023

Take notice that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of **Datametrex AI Limited** (the “**Corporation**”) will be held on **Thursday, December 14, 2023** at **10:00 a.m.** (Toronto time) at **50 Richmond St. East, Suite 300, Toronto, Ontario M5C 1N7** for the following purposes:

- (1) to receive the Corporation’s audited financial statements as at and for the financial years ended December 31, 2022 and 2021 and the auditors’ report thereon, a copy of which is available on www.sedarplus.ca;
- (2) to consider and, if deemed advisable, to pass an ordinary resolution electing the directors of the Corporation for the ensuing year;
- (3) to consider, and if deemed advisable to pass, with or without variation, a resolution to approve the adoption of the Corporation’s new omnibus incentive plan a more fully described in the accompanying management information circular (“**Circular**”);
- (4) to consider, and, if deemed advisable, to pass, with or without variation, a special resolution authorizing a change of name of the Corporation to such name as the board of directors of the Corporation may choose, acting in the best interests of the Corporation to better reflect the Corporation’s Artificial Intelligence Business subject to regulatory approval, all as more fully described in the section of the Circular entitled “*Matters to be Acted Upon – Approval of Name Change*”; and
- (5) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular accompanying this Notice of Meeting.

Shareholders are entitled to attend the Meeting and vote in-person or by proxy; however, the board of directors (“**Board**” or “**Board of Directors**”) is strongly suggesting that due to the current health concerns, that all Shareholders vote their shares by proxy in advance of the Meeting and **NOT** attend in person. Registered shareholders who are unable to attend the Meeting are requested to read the Circular and the form of proxy which accompanies this notice and to complete, sign, date and deliver the form of proxy, together with the power of attorney or other authority, if any, under which it was signed (or a notarially certified copy thereof) to the Corporation’s transfer agent, TSX Trust Company, 100 Adelaide St. W., Suite 301, Toronto, Ontario M5H 4H1, or via internet voting at <https://www.voteproxyonline.com/pxlogin> or by fax at (416) 595- 9593, Attention: Proxy Department. Non-registered shareholders who receive the Circular and form of proxy through an intermediary must deliver the voting form provided in accordance with the instructions given by such intermediary. To be effective, proxies must be received by TSX Trust Company no later than Tuesday, December 12, 2023 at 10:00 a.m. EDT (Toronto time), or in the case of any adjournment of the Meeting not later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof.

DATED the 26th day of October, 2023.

By Order of the Board of Directors

“Paul Haber”

Paul Haber, Chairman of the Board of Directors