

DATAMETREX AI LIMITED

Notice of Annual and Special Meeting of Shareholders to be held on November 13, 2024

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 Wednesday, November 13, 2024 at 10:00 a.m. (Toronto time) at **Bay Adelaide - West Tower Suite 5100 - 333 Bay Street Toronto, ON M5H 2R2** for the following purposes:

- (1) to receive the Corporation’s audited financial statements as at and for the financial years ended March 31, 2024 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 setting the number of directors at three;
- (3) to elect the directors of the Corporation for the ensuing year;
- (4) to approve a change of the name of the Corporation and stock symbol representing its common shares on the TSX Venture Exchange or such other exchange as they may be posted for trading from time to time, and to further authorize the board of directors of the Corporation (the “**Board**”) to determine when and if to effect any such change of name, as more particularly described in the Circular (as defined below);
- (5) to consider, and if deemed advisable to pass, with or without variation, a resolution to re-approve the Corporation’s omnibus incentive plan, as more particularly described in the Circular;
- (6) to consider and, if deemed advisable, to pass, with or without variation, a special resolution of the Corporation, approving the continuance (the “**Continuance**”) of the Corporation out of the Province of Ontario under the *Business Corporations Act* (Ontario) into the jurisdiction of British Columbia under the *Business Corporations Act* (British Columbia) and to further authorize the Board to determine when and if to effect any such Continuance, as more particularly described in the Circular;
- (7) to consider and, if deemed advisable, pass a special resolution authorizing the board of directors in its sole discretion to consolidate the common shares of the Corporation at a minimum of a 15 to 1 ratio and a maximum of a 30 to 1 ratio, and to amend the Corporation’s articles, as more particularly described in the Circular;
- (8) to re-appoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors for the ensuing year;
- (9) to consider, and if deemed advisable, to pass, with or without variation, a special resolution of the Corporation, approving a potential reorganization of the Corporation (the “**Reorganization**”), which may include a spin-out, divesture, or sale of some or all of its assets, or a business combination or other corporate transaction within another entity, and to further authorize the Board to determine when and if to effect the Reorganization, as more particularly described in the Circular; and
- (10) to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Accompanying this Notice of Meeting is a management information circular (the “**Circular**”), which provides additional information relating to the business to be conducted at the Meeting, a form of proxy (the “**Proxy**”) or voting instruction form (the “**VIF**”), and a form whereby Shareholders may request that the Corporation’s annual and/or interim financial statements and corresponding management’s discussion and analysis be mailed to them.

The Board has fixed a record date as of the close of business on October 1, 2024 for purpose of determining the Shareholders of record that will be entitled to receive notice of and to vote at the Meeting or any adjournment or postponement thereof.

Notice and Access

The Corporation is using the notice-and-access procedures (“**Notice and Access**”) under the Canadian Securities Administrators’ National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of the Circular for the Meeting to its Shareholders.

Under Notice and Access, instead of receiving paper copies of the Circular, Shareholders will be receiving a Notice and Access notification with information on how they may obtain a copy of the Circular electronically or request a paper copy. Registered Shareholders will still receive a proxy form enabling them to vote at the Meeting. The use of Notice and Access in connection with the Meeting reduces paper use, as well as the Corporation’s printing and mailing costs. The Company will arrange to mail paper copies of the Circular to those registered Shareholders who have existing instructions on their account to receive paper copies of the Corporation’s Meeting materials.

The Company urges its holders of common shares (each, a “**Common Share**”) in the capital of the Corporation (“**Shareholders**”) to review the Circular before voting.

WEBSITE ADDRESSES WHERE MEETING MATERIALS ARE POSTED

The Circular together with related materials have been posted and are available for review on the Corporation’s profile on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca) and its website at <https://www.datametrex.com>. The Circular and related materials are also available at <https://docs.tsxtrust.com/2396>.

Shareholders may also Contact TSX Trust to receive paper materials at 1-866-600-5869. Request should be made prior to November 4, 2024.

Requesting Printed Meeting Materials

Any Shareholder who wishes to receive a paper copy of the Circular should contact the Corporation by email at info@datametrex.com.

VOTING MY COMMON SHARES (Please note that you cannot vote by returning this notice.)

Registered Shareholders and Non-Objecting Beneficial Owners

Registered Shareholders and Non-Objecting Beneficial Shareholders are reminded that in order to ensure that their Common Shares are voted at the Meeting they have four ways to submit their completed VIF:

VOTE USING THE INTERNET	DELIVERY OF PROXY/VIF BY FAX	DELIVERY OF PROXY/VIF BY MAIL
www.voteproxyonline.com You will need to provide your 12 digit Control Number, which is found on the form of proxy or VIF	1-416-595-9593	TSX Trust Company Attention: Proxy Department 301-100 Adelaide Street West Toronto, Ontario, M5H 4H1

Objecting Beneficial Owners

Objecting Beneficial Shareholders are reminded that in order to ensure that their Common Shares are voted at the

Meeting they have three ways to submit their completed VIF:

VOTE USING THE INTERNET	VOTE BY TELEPHONE	VOTE BY MAIL
www.proxyvote.com You will need to provide your 16 digit Control Number, which is found on the VIF	1-800-474-7493 (For French dial 1-800-474-7501) You will need to provide your Control Number, which is found on the VIF	Data Processing Centre P.O. Box 3700, Stn Industrial Park Markham, Ontario L3R 9Z9

Reference is also made to the discussion in the Circular under “*Instructions on Voting at the Meeting*” for further information on voting.

QUESTIONS AND ADDITIONAL INFORMATION

A Shareholder may also obtain additional information about the Notice-and-Access Provisions by calling TSX Trust Company toll-free at 1-888-600-5869.

DATED the 2nd day of October, 2024.

By Order of the Board of Directors

“Paul Haber”

Paul Haber, Chairman of the Board of Directors

The enclosed materials are being sent to both registered and non-registered Shareholders. If you are a non-registered Shareholder and the Corporation or its agents have sent these materials directly to you, your name and address and information about your holdings of Common Shares, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding your Common Shares on your behalf.