PIVOTREE INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To the shareholders of Pivotree Inc. (the "**Corporation**").

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of the Corporation will be held on June 25, 2024 at 1:00 p.m. (Toronto time) at 6300 Northam Drive, Mississauga, ON L4V 1H7 for the following purposes:

1. to receive the audited annual financial statements of the Corporation for the fiscal year ended December 31, 2023, together with the auditor's report thereon;

2. to consider and, if deemed appropriate, approve with or without amendment, a special resolution authorizing the Corporation to increase the number of directors from seven (7) to eight (8) and authorizing the directors to set the number of directors within the minimum and maximum numbers provided for in the articles of the Corporation by way of resolution from time to time;

3. to elect the directors of the Corporation for the ensuing year;

4. to appoint the auditor of the Corporation for the ensuing year and authorize the directors to fix the remuneration of the auditor;

5. to consider and, if deemed appropriate, approve with or without amendment, an ordinary resolution approving the omnibus equity incentive plan of the Corporation, as more fully described in the information circular in respect of the Meeting (the "**Information Circular**"); and

6. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Information Circular.

Only shareholders of record of the common shares in the capital of the Corporation (the "**Common Shares**") at the close of business on May 6, 2024 are entitled to notice of and to attend the Meeting or any adjournments thereof and to vote thereat.

Registered shareholders unable to be present at the Meeting are requested to date and sign the enclosed form of proxy and return it to TSX Trust Company ("**TSX Trust"**) at 100 Adelaide West, Suite 301, Toronto, Ontario, M5H 4H1, or via the internet at , by no later than 1:00 P.M. (Toronto time) on June 21, 2024 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed meeting.

Beneficial shareholders who receive these materials through their broker or other intermediary should complete and send the form of proxy in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any postponement or adjournment thereof.

NOTICE-AND-ACCESS

The Corporation has decided to use the notice-and-access provisions under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 - *Continuous Disclosure Obligations* of the Canadian Securities Administrators to deliver the Meeting materials. Accordingly, this notice and the accompanying Information Circular, and the audited annual financial statements of the Corporation for the financial year ended December 31, 2023 and auditor's report thereon (the "**Annual Financial Statements**") and related management discussion and analysis (the "**Annual MD&A**"), have been posted on our website at https://docs.tsxtrust.com/2247 and under the Corporation's profile on SEDAR+ at www.sedarplus.com.

Any shareholder who wishes to receive a paper copy of the Information Circular should contact TSX Trust Company toll free at 1-866-600-5869 or email tsxtis@tmx.com. **In order to ensure that a paper copy of the Information Circular can be delivered to a requesting shareholder in time for such shareholder to review the Information Circular and return a voting instruction form or proxy prior to the deadline, requests must be received by no later than 1:00 p.m. on June 14, 2024.**

DATED as of the 8th day of May, 2024.

"William Di Nardo"

William Di Nardo
Chief Executive Officer
Pivotree Inc.