



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

NOTICE IS HEREBY GIVEN that 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 28, 2023 for the following purposes:

1. To receive and consider the consolidated financial statements of the Corporation for the fiscal year ended March 31, 2023 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 examine and vote on the shareholder proposal set forth in Schedule A of the management proxy circular of the Corporation dated August 18, 2023 (the “**Circular**”); and
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 Circular under the headings “Election of Directors”, “Appointment and Remuneration of Auditors” and “Shareholder Proposals”.

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 at <https://meetnow.global/MWGJTQK>. 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 National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**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 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 the 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 the 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.sedarplus.ca.

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 2024 fiscal year.

How to Obtain Paper Copies of Proxy-Related Materials

Beneficial Shareholders may obtain paper copies of the 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 16, 2023 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 August 8, 2023 (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 participate in the Meeting and ask questions, 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. Registered shareholders and duly appointed proxyholders can participate in the Meeting by logging in online at <https://meetnow.global/MWGJTQK>, clicking “Shareholder”, and entering a control number or an invitation code (“**Invite Code**”) before the start of the Meeting.

- **Registered shareholders:** The 15-digit control number is located on the form of proxy or in the email notification you received.
- **Duly appointed proxyholders:** Computershare will provide the proxyholder with an Invite Code after the voting deadline has passed.

The Corporation recommends that you log in by 9:45 a.m. (eastern time) on September 28, 2023. 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 an Invite Code to attend, participate and vote at the Meeting. Without an Invite Code, 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. (eastern time) on September 26, 2023, so that Computershare Investor Services Inc. may provide the proxyholder with an Invite Code via email.

To attend and vote at the virtual Meeting, Beneficial Shareholders in the United States must first obtain a valid legal proxy from his or her broker, bank or other agent and then register in advance to attend the Meeting. Beneficial Shareholders must follow the instructions from his or her broker or bank included with the Notice Package and Proxy-Related Materials, or contact his or her broker or bank to request a legal proxy form. After first obtaining a valid legal proxy from a broker, bank or other agent, to then register to attend the Meeting, Beneficial Shareholders must submit a copy of their legal proxy to Computershare Investor Services Inc. Requests for registration should be directed to: Computershare Investor Services Inc. "Legal Proxy", 100 University Avenue, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1 or by email at: uslegalproxy@computershare.com.

Guests, including Beneficial Shareholders who have not duly appointed themselves as proxyholder, can log in to the Meeting at <https://meetnow.global/MWGTJQK> and click "Guest" and complete the online form. Guests can listen to the Meeting but are not able to participate or vote at the Meeting.

The Circular contains important instructions and details on how to participate at the Meeting and vote the 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 26, 2023 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 18, 2023

BY ORDER OF THE BOARD OF DIRECTORS

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