

## HAPBEE TECHNOLOGIES, INC.

**NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL AND SPECIAL MEETING** (the “**Meeting**”) of shareholders of Hapbee Technologies, Inc. (the “**Company**”) will be held at 4060 Saint Catherine St. West, Suite 600, Montreal, Quebec, H3Z 2Z3, on June 12<sup>th</sup>, 2024 at 1:00 p.m. (local time) for the following purposes, all as more particularly described in the Company’s management information circular (the “**Information Circular**”) accompanying this Notice:

1. to receive and consider the audited financial statements of the Company for the financial years ended December 31, 2022 and 2023, and the reports of the auditor thereon;
2. to fix the number of directors and elect the board of directors of the Company for the ensuing year;
3. to appoint the auditor of the Company for the ensuing year and to authorize the board of directors of the Company to fix the auditor’s remuneration;
4. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution as more particularly set forth in the Information Circular, to approve by Disinterested Shareholders (as defined in the Information Circular) the Company’s Stock Option Plan, as amended;
5. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to approve by Disinterested Shareholders the authority of the board of directors to exceed an aggregate of 10% of the Share Base (as defined in the Information Circular) for grants or awards to all insiders under the Stock Option Plan together with all other security-based arrangements, provided that such grants or awards do not exceed an aggregate of 20% of the Share Base at any time, as more particularly set forth in the Information Circular;
6. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution as set forth in the Company’s Information Circular, approving, ratifying and confirming certain amendments to the Company’s Restricted Stock Unit Plan; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Accompanying this Notice is the Information Circular, a form of proxy (“**Proxy**”), or voting instruction form (“**VIF**”) and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice.

**All shareholders may attend the Meeting in person or be represented by proxy. Shareholders who do not plan on attending the Meeting in person are requested to complete, date and sign the enclosed form of proxy and return it in the envelope provided.** A proxy or VIF will not be valid unless it is delivered to the Company’s registrar and transfer agent, Computershare Investor Services Inc. (“**Computershare**”), Proxy Department, by any of the following methods: (i) by mail addressed to 135 West Beaver Creek, PO Box 300, Richmond Hill, Ontario, L4B 4R5; (ii) by facsimile to 1-866-249-7775; or (iii) by telephone at 1-866-732-8683, or (iv) online at [www.investorvote.com](http://www.investorvote.com), no later than 1:00 p.m. on June 10, 2024 or not less than two business days before the Meeting, prior to any adjournment thereof.

Only registered shareholders and duly appointed proxyholders will be entitled to attend, ask questions and vote at the Meeting online. Non-registered shareholders (being shareholders who beneficially own shares that are registered in the name of an intermediary such as a bank, trust company, securities broker or other nominee, or in the name of the depository of which the intermediary is a participant) who have not duly appointed themselves as proxyholder will be able to attend the Meeting online as guests, but guests will not be able to vote or ask questions at the Meeting.

Shareholders of the Company who wish to appoint a person other than the Company proxyholders identified on the form of proxy (including a non-registered shareholder who wishes to appoint themselves as proxyholder in order to attend the Meeting online) must carefully follow the instructions in the Information Circular and on the Proxy or VIF accompanying this Notice of Annual General and Special Meeting. Non-registered shareholders located in the United States must also provide Computershare with a duly completed legal proxy if they wish to vote at the Meeting or appoint a third party as their proxyholder.

The board of directors of the Company has fixed the record date for the Meeting at the close of business on May 6, 2024 (the “**Record Date**”). Each shareholder is entitled to one vote for each Subordinate Voting Share in the capital of the Company and 100 votes for each Multiple Voting Share in the capital of the Company shown as registered in the shareholder’s name on the list of shareholders prepared as of the Record Date.

DATED this 6<sup>th</sup> day of May, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) “Yona Shtern”*

Yona Shtern  
President and Director