

## METASPHERE LABS INC.

### NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, APRIL 02, 2025

You are receiving this notification because **Metasphere Labs Inc.** (the “**Corporation**”) has opted to use the “notice and access” model for the delivery of its management information circular (the “**Information Circular**”) to the holders (the “**Shareholders**”) of common shares in the capital of the Corporation (the “**Common Shares**”) in respect of its annual general and special meeting of Shareholders to be held on Wednesday, April 02, 2025 (the “**Meeting**”).

Under “notice and access” instead of receiving paper copies of the Information Circular, Shareholders are receiving this notice with information on how to access the Information Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly and more economical. It reduces the Corporation’s paper use and it also reduces the Corporation’s printing and mailing costs.

#### MEETING DATE AND LOCATION

<b>WHEN:</b>	Wednesday, April 02, 2025	<b>WHERE:</b>	Suite 1890, 1075 West Georgia Street, Vancouver, BC V6E 3C9
	10:00 A.M Pacific Time		

#### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- **FINANCIAL STATEMENTS:** to receive and consider the consolidated audited financial statements of the Corporation for the year ended July 31, 2024, and 2023, together with the auditor’s report thereon as more particularly described in the accompanying management information circular dated February 14, 2025 (the “**Information Circular**”). See the section entitled “Particulars of Matters to be Acted Upon – Audited Financial Statements” in the Information Circular.
- **APPOINTMENT AND REMUNERATION OF AUDITORS:** to appoint WDM Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditors” in the Information Circular.
- **FIX THE NUMBER OF DIRECTORS:** to set the number of directors of the Corporation at three (3). See the section entitled “Particulars of Matters to be Acted Upon – Number of Directors” in the Information Circular.
- **ELECTION OF DIRECTORS:** to elect three (3) directors of the Corporation for the ensuing year. See the section entitled “Particulars of Matters to be Acted Upon - Election of Directors” in the Information Circular.
- **APPROVAL AND RATIFICATION OF STOCK OPTION PLAN:** to consider, and if deemed appropriate, with or without variation, to pass an ordinary resolution of Shareholders to approve and ratify the Company’s rolling stock option plan (the “**Option Plan**”)for the ensuing three years; See the section entitled “Particulars of Matters to be Acted Upon - Approval and Ratification of Rolling Stock Option Incentive Plan” in the Information Circular.

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- **APPROVAL AND RATIFICATION OF RESTRICTED SHARE UNIT PLAN:** to consider, and if deemed appropriate, with or without variation, to pass an ordinary resolution of Shareholders to approve and ratify the Company’s rolling restricted share unit plan (the “**RSU Plan**”). See the section entitled “Particulars of Matters to be Acted Upon - Approval and Ratification of Restricted Share Unit Plan” in the Information Circular.
- **APPROVAL AND RATIFICATION OF SHARE CONSOLIDATION:** to consider and, if deemed appropriate, with or without variation, to pass an ordinary resolution, substantially in the form set out in the Information Circular, authorizing and approving the proposed consolidation of the issued and outstanding Common Shares of the Company on the basis of ten (10) pre-consolidation Common Shares for one (1) post-consolidation Common Share (the “**Share Consolidation**”), as and when determined by the Board. See the section entitled “Particulars of Matters to be Acted Upon - Approval and Ratification of the Share Consolidation” in the Information Circular.
- **APPROVAL OF A NON-BROKERED PRIVATE PLACEMENT:** to consider and, if deemed appropriate, with or without variation, to pass an ordinary resolution, substantially in the form set out in the Information Circular, authorizing and approving a proposed non-brokered private placement of unit to 10,000,000 units of the Company to be issued on a post Consolidation basis, in accordance with Section 4.6(2)(a)(ii) of Policy 4 of the Canadian Securities Exchange. See the section entitled “Particulars of Matters to be Acted Upon - Approval of A Non-Brokered Private Placement” in the Information Circular.
- **OTHER MATTERS:** to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof. See the section entitled “Particulars of Matters to be Acted Upon – Other Matters” in the Information Circular.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.**

### **WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED:**

The Information Circular can be viewed online under the Corporations profile at [www.sedarplus.ca](http://www.sedarplus.ca) or on the Corporation’s website at <https://www.metaspHERE.earth/>

The Financial Statement Request Card will be mailed to Shareholders together with the proxy or voting instruction form, as applicable, and this notification to use to vote at the Meeting.

### **HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR**

Shareholders may request paper copies of the Information Circular and other meeting materials, including the audited consolidated financial statements of the Corporation for the year ended July 31, 2024 and the report of the auditors thereon and related Management’s Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests must be made by email to [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com) or by calling toll-free at 1-888-787-0888. Requests may be made up to one year from the date the Information Circular was filed on SEDAR.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received **no later than March 24, 2024**. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request.

**Requests must be made by email to [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com) or by calling toll-free at 1-888-787-0888.**

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### VOTING

**YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on the proxy, which is by 10:00 A.M Pacific Time on Monday, March 31, 2025:

**ONLINE:** Go to [www.eproxy.ca](http://www.eproxy.ca) and follow the instructions.  
**EMAIL:** Send to [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com)  
**FACSIMILE:** Fax to Endeavor Trust Corporation. at 604-559-8908.  
**MAIL:** Complete the form of proxy or any other proper form of proxy, sign it and mail it to:  
Endeavor Trust Corporation  
Suite 702, 777 Hornby Street,  
Vancouver, BC V6Z 1S4

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

**INTERNET:** Go to [proxyvote.com](http://proxyvote.com) and follow the instructions.  
**MAIL:** Complete the voting instruction form, sign it and mail it in the envelope provided.

**Shareholders with questions about notice and access can call toll free at 1-888-787-0888.**