

UNIVERSAL PROPTECH INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of the holders of common shares ("**Common Shares**") of Universal PropTech Inc. (the "**UPI**" or the "**Company**") will be held on May 31, 2023 at 10:00 a.m. (Eastern Time) at the offices of Foundation Markets Inc., 77 King Street West, Suite 2905, Toronto ON, M5K 1H1 for the following purposes:

1. to receive the annual audited consolidated financial statements of the Company for the financial year ended August 31, 2022, together with the report of the auditor thereon;
2. to elect directors of the Company to hold office until the close of the next annual meeting of the shareholders of the Company or until their successors shall be elected or appointed;
3. to re-appoint the auditor of the Company, to hold office until the close of the next annual meeting of the shareholders of the Company or until a successor is appointed, and to authorize the directors of the Company to fix the remuneration of the auditor;
4. to consider and, if thought advisable, to approve an ordinary resolution re-approving the amended and restated stock option plan of the Company (the "**Option Plan Resolution**"), the details of which are contained under the heading "**Option Plan Resolution**") in the accompanying Information Circular; and
5. to consider other business that may properly come before the Meeting or any adjournment thereof.

The record date for determining the shareholders entitled to receive notice of and vote at the Meeting is the close of business (5:00 p.m. (Toronto time)) on April 17, 2023 (the "**Record Date**"). Only shareholders whose names have been entered in the register of UPI shareholders as of close of business on the Record Date are entitled to receive notice of and vote at the Meeting.

This year, as described in the notice and access notification mailed to shareholders of the Company, the Company has decided to deliver the Meeting materials to shareholders by posting the Meeting materials on the following website: <https://docs.tsxtrust.com/2284> (the "**Website**"). The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Company's printing and mailing costs. The Meeting materials will be available on the Website as of May 1, 2023, and will remain on the Website for one full year thereafter. The Meeting materials will also be available on SEDAR at www.sedar.com.

No shareholders will receive paper copies of the Meeting materials unless they specifically request paper copies. Instead all shareholders will receive a notice and access notification which will contain information on how to obtain electronic and paper copies of the Meeting materials in advance of the Meeting. If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access please call 1.866.600.5869. In order to receive a paper copy in time to vote before the Meeting, your request should be received by May 19, 2023.

A form of proxy solicited by management of the Company in respect of the Meeting is enclosed herewith.

In order to provide flexibility to Shareholders, the Company will be providing a conference line for Shareholders to listen to the Meeting. The Company strongly encourages Shareholders to vote using one of the methods described in the accompanying management information circular. The Meeting will be audio-cast live at 10:00 a.m. (Toronto time) on May 31, 2023 and can be accessed by conference call at 1-855-218-7525 (Participant Code: 6630183). This call will be listen-only and shareholders will not be able to vote or speak at, or otherwise participate in the Meeting via the conference call.

Shareholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the form of proxy must be received by UPI's transfer agent TSX Trust Company at its offices at 301-100 Adelaide St. W., Toronto, ON, M5H 4H1 (according to the instructions on the proxy), not less than 48 hours (other than a Saturday, Sunday or holiday) immediately preceding the date of the Meeting (as it may be adjourned or postponed from time to time).

DATED this 17th day April, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Chris Hazelton"

Chris Hazelton

President, Chief Executive Officer & Director