

UNIVERSAL PROPTECH INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 31, 2024

TAKE NOTICE THAT an annual general and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares (the "**Common Shares**" or "**Shares**") of Universal PropTech Inc. (the "**Corporation**") will be held at the offices of Fogler, Rubinoff LLP, Suite 3000, 77 King Street West, Toronto, Ontario on May 31, 2024 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended August 31, 2023, together with the auditor's report thereon;
2. to reappoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
3. to elect the directors of the Corporation for the ensuing year, or until the effective time of the proposed change of business transaction (the "**COB**") between the Corporation and Xemoto Media Ltd. ("**Xemoto**") within the meaning of Policy 5.2 - *Changes of Business and Change of Business* of the TSX Venture Exchange (the "**TSXV**") Corporate Finance Manual (the "**Change of Board Time**");
4. to consider, and, if deemed appropriate, to fix the number of directors on the board of directors of the Corporation (the "**Board**") following the Change of Board Time at seven (7) directors, as more fully described in the management information circular (the "**Circular**") accompanying this notice of Meeting;
5. to elect new directors to serve from the Change of Board Time until the close of the next annual meeting of Shareholders or until their successors are elected or appointed, as more fully described in the Circular accompanying this notice of Meeting;
6. to consider, and, if deemed appropriate, to pass, with or without variation, a special resolution approving an amendment to the articles of the Corporation to change the name of the Corporation to "BrandPilot AI Inc.", or such other name as may be determined and acceptable to the Board and the applicable regulatory authorities, as more fully described in the Circular (the "**Name Change Resolution**");
7. to consider, and if deemed appropriate, to pass, with or without variation, an ordinary resolution of the minority of Shareholders (the "**Delisting Resolution**"), the full text of which is set forth in the accompanying Circular, to voluntarily delist the Shares from the NEX board of the TSXV and to approve the subsequent listing of the Shares on the Canadian Securities Exchange (the "**CSE**"), all as more particularly described in the Circular;
8. to consider, and if deemed appropriate, to pass, with or without variation, an ordinary resolution of the minority of Shareholders (the "**COB Resolution**"), the full text of which is set forth in the accompanying Circular, to approve a change of the Corporation's business to a marketing and technology company, all as more particularly described in the Circular;
9. to consider, and if deemed appropriate, to pass, with or without variation, an ordinary resolution (the "**OP Resolution**"), as more fully described in the Circular, approving the adoption of the Corporation's new omnibus long-term incentive plan (the "**Omnibus Plan**"); and
10. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

The Name Change Resolution must be approved by not less than two-thirds of the votes cast by Shareholders present in person or represented by proxy at the Meeting. The Delisting Resolution and COB Resolution must be approved by not less than a majority of votes cast by Shareholders who vote in person or by proxy at the Meeting, excluding the

votes attached to promoters, directors, officers and other insiders of the Corporation. The approval of the OP Resolution, fixing the number of directors on the Board following the Change of Board Time, the election of directors to the Board, the election of directors to the Board to serve from the Change of Board Time, and the reappointment of the auditors of the Corporation, must be approved by a majority of the votes cast by Shareholders present in person or represented by proxy at the Meeting.

This notice of Meeting is accompanied by: (a) the Circular; and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. **The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.**

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is April 16, 2024 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. As a Shareholder, you can choose from three different ways to vote your shares by proxy: (a) by mail or delivery in the addressed envelope provided or deposited at the offices of TSX Trust Company, 301-100 Adelaide St. West, Toronto, Ontario, M5H 4H1, Canada, on behalf of the Corporation, so as to arrive not later than 10:00 a.m. (EST) on May 29, 2024, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used; (a) by facsimile at 416-595-9593 or (c) on the internet at www.voteproxyonline.com, unless the chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

NOTICE-AND-ACCESS

The Corporation has elected to use "notice-and-access" rules ("**Notice-and-Access**") under NI 54-101 for distribution of the Meeting Materials (as defined below). Notice-and-Access is a set of rules that allows issuers to post electronic versions of Meeting Materials on SEDAR+ and on one additional website, rather than mailing paper copies. "**Meeting Materials**" refers to the Circular, the Notice of Meeting and a Proxy.

The use of Notice-and-Access is more environmentally friendly as it will help reduce paper use. The Beneficial Shareholders may obtain further information about Notice-and-Access by contacting the Transfer Agent at (416) 342-1092 or the toll-free number at 1-(866)-600-5869.

Accessing the Meeting Materials Online

Shareholders can access the Meeting Materials on the following website: <https://docs.tsxtrust.com/2284> (the "**Website**"). The Meeting Materials will be available on the Website as of May 1, 2024, and will remain on the Website for one full year thereafter.

The Meeting Materials can also be viewed online at www.sedarplus.ca.

Notice Package

Although the Meeting Materials have been posted online as noted above, Shareholders will receive paper copies of a notice package via prepaid mail, containing information and documents prescribed by NI 54-101 such as: the date, time and location of the Meeting and the website addresses where the Meeting Materials are posted, a Proxy, and supplemental mail list return card for the Shareholders to request receipt of the Corporation's financial statements.

How to Obtain Paper Copies of Meeting Materials

If you wish to receive a paper copy of the Meeting Materials or have questions about Notice-and-Access, please contact the Transfer Agent at 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 22, 2024.

DATED this 16th day of April 2024.

BY ORDER OF THE BOARD OF DIRECTORS

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Jeff Berman
Chief Executive Officer