

TRUTRACE TECHNOLOGIES INC.
61 Regal Road, Toronto, Ontario M6H 2J6
Telephone: 844.656.3629

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of shareholders of TruTrace Technologies Inc. (the "**Company**") will be held via ZOOM, on February 23, 2022, at the hour of 2:00 p.m. (Toronto time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal year ended April 30, 2021, and the accompanying report of the auditors;
- (2) to consider and, if thought fit, pass with or without variation, an ordinary resolution (the "**Director Election Resolution**") to set the number of directors of the Company at a minimum of three (3), to elect the directors of the Company to take office immediately following the Meeting;
- (3) to consider and, if through fit, pass with or without variation, an ordinary resolution (the "**Auditor Resolution**") to re-appoint Dale Matheson Carr-Hilton LaBonte LLP as the auditor of the Company for the ensuing year, to authorize the directors to fix the remuneration to be paid to the auditor for the fiscal year ending April 30, 2022;
- (4) to consider and, if thought fit, pass, with or without variation, a special resolution (the "**Consolidation Resolution**") approving the consolidation (the "**Consolidation**") of the issued and outstanding common shares of the Company on a ratio of (10) ten for (1) one or such other ratio to be determined by the board;
- (5) to consider and, if thought fit, pass, with or without variation, an ordinary resolution (the "**Omnibus Plan Resolution**") approving the new omnibus equity incentive plan (the "**Omnibus Plan**") of the Company, all as more particularly described in the accompanying Information Circular; and
- (6) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

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 of Meeting.

The board of directors of the Company has fixed January 19, 2022 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

In view of the current and rapidly evolving COVID-19 outbreak, the Company will not be providing a physical location for shareholders to attend the Meeting in person. As always, the Company encourages

shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference.

To access the Meeting by ZOOM, please join via the following link: <https://us02web.zoom.us/j/82955212919>, or by dialing +1 (778) 907-2071 in Canada or +1 (669) 900-6833 in the United States; Meeting ID: 82955212919#.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Toronto, Ontario, this 19th day of January, 2022.

By Order of the Board of Directors of

TRUTRACE TECHNOLOGIES INC.

“Robert Galarza”

Robert Galarza

Chief Executive Officer, Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING BY TELECONFERENCE, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.