

**XTM Inc.**

Suite 437, 67 Mowat Street  
Toronto, Ontario, M6K 1E3

**NOTICE OF ANNUAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual meeting (the “**Meeting**”) of the shareholders of XTM Inc. (the “**Company**”) will be held at the offices of Gowling WLG (Canada) LLP (1600 – 1 First Canadian Place, 100 King Street West, Toronto, Ontario, M5CX 1G5, Canada), on October 12, 2022, beginning at 1:00 pm (Toronto time) for the following purposes:

1. to place before the Meeting the audited financial statements of the Company for the fiscal year ended December 31, 2021, and the accompanying report of the auditors thereon;
2. to set the number of directors of the Company at four and to elect Marilyn Schaffer, Olga Balanovskaya, Randy Khalaf and Keith McKenzie as directors of the Company to hold office until the next annual meeting of the Company, or until their earlier resignation or such time as their successors are duly elected or appointed in accordance with the Company’s constating documents;
3. to appoint MNP LLP as the auditors of the Company for the fiscal year ending December 31, 2022 and remuneration to be fixed by the board of directors of the Company (the “**Board**”);
4. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The management information circular (the “**Information Circular**”) accompanying this notice of Meeting (the “**Notice of Meeting**”) 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 has fixed September 9, 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 Information Circular.

Your vote is very important to us. Registered shareholders are entitled to vote at the Meeting in person or in advance of the Meeting by dating, signing and returning the enclosed form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the form of proxy must be deposited with the Company’s registrar and transfer agent, Odyssey Trust Company: (i) by mail, using the enclosed return envelope or one addressed to Odyssey Trust Company, 702-67 Yonge Street, Toronto, Ontario, M5E 1J8, Attention: Proxy Department; (ii) by hand delivery to Odyssey Trust Company, 702-67 Yonge Street, Toronto, Ontario, M5E 1J8; or (iii) through the internet by using the control number located at the bottom of your form of proxy at <https://login.odysseytrust.com/pxlogin>, on or before 1:00 p.m. (Toronto time) on Friday, October 7, 2022 or not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof. Late proxies may be accepted or rejected by the chairman of the Meeting in their discretion, and the chairman is under no obligation to accept or reject any particular late proxies.

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 self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered 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.

The Meeting is taking place at the offices of the Company’s lawyers, Gowling WLG (Canada) LLP at their Toronto offices at First Canadian Place, 16<sup>th</sup> Floor, 100 King Street West, Toronto.

To mitigate risks related to the ongoing global COVID-19 (coronavirus) public health emergency, the Company is requesting that all shareholders who wish to attend the in-person meeting register in advance with the Company by sending an email to [Andrew.Avis@GowlingWLG.com](mailto:Andrew.Avis@GowlingWLG.com) no later than October 5, 2022.

In addition, in order to ensure that all shareholders have access to the Meeting, the Company is broadcasting the Meeting live to all shareholders via Zoom. Shareholders who access the Meeting via Zoom will be able listen to the Meeting, but will not be able to ask questions and will not be able to vote via Zoom. Those shareholders attending via Zoom may vote their shares in advance by appointing a proxy, and in light of COVID-19, we strongly encourage shareholders to vote in advance of the Meeting with the instructions provided in the Information Circular, rather than appearing in person or appointing an alternate proxyholder to attend the Meeting in person.

**Zoom Webcast:**

<https://gowlingwlgca.zoom.us/j/82003652448?pwd=K01xbzBxbE9teG42a3lsY2tUZEVuQT09>

or

<https://bit.ly/3TKM90u>

**Conference Call Participation Numbers:**

+1 647 374 4685	Canada
1 855 703 8985	Canada Toll-free
+1 646 876 9923	United States
1 888 788 0099	United States Toll-free
+44 203 901 7895	United Kingdom
0 800 031 5717	United Kingdom Toll-free

Meeting ID: 820 0365 2448

Password: 901689

It is the attendees' responsibility to ensure connectivity during the Meeting and the Company encourages its shareholders to allow sufficient time to log in to the Meeting before it begins.

The Company reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of COVID-19 or otherwise. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. The Company does not intend to prepare or mail an amended Notice of Meeting and/or Information Circular in the event of changes to the Meeting date or format.

**DATED** at Toronto, Ontario, this 9<sup>th</sup> day of September, 2022.

By Order of the Board of Directors of

**XTM Inc.**

"Marilyn Schaffer"

Marilyn Schaffer,  
CEO, Director

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT AS SET OUT IN THE INSTRUCTIONS IN THE INFORMATION CIRCULAR OR THE ATTACHED FORM OF PROXY.**