



## NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

Dear Shareholder:

You are receiving this notification because XR Immersive Tech Inc. (“**Immersive**” or the “**Company**”) has opted to use the notice and access process for the delivery of the meeting materials to its registered and non-registered (or beneficial) shareholders for its annual general meeting of shareholders (the “**Meeting**”). Under notice and access, instead of receiving paper copies of the Company’s Notice of Annual General Meeting, form of Proxy and Information Circular (the “**Circular**”) (collectively, the “**Proxy Materials**”), you, as a shareholder of the Company, are receiving this Notice and Access Notification (the “**Notification**”) with information on how you may access such Proxy Materials, including the Circular, electronically. With this Notification, you will also receive a proxy or voting instruction form, as applicable, allowing you to vote by proxy, so your votes will be counted in the resolution votes at the Meeting. This alternative means of delivery is an environmentally responsible and cost-effective way to deliver Proxy Materials to the Company’s shareholders. You will also receive a Financial Statements Request Form which, when completed and returned to the Company, allows you to inform the Company of your choice to receive electronic or paper copies of the Company’s annual and/or interim financial statements for the following year.

The Meeting will be conducted virtually via Zoom on Thursday, November 2, 2023 at 8:00 a.m. (Pacific Time).

**Register in advance for this meeting:**

[https://us06web.zoom.us/meeting/register/tZMlfuqsrz8pHt3g7R0F6kFoOm1\\_cjzCLMn](https://us06web.zoom.us/meeting/register/tZMlfuqsrz8pHt3g7R0F6kFoOm1_cjzCLMn)

**After registering, you will receive a confirmation email containing information about joining the meeting.**

**In order to assist with the attendance, Shareholders are asked to log into the Meeting with their First and Last Names.**

Shareholders will be asked to consider and vote on the following matters:

1. to receive the audited consolidated financial statements of the Company for the financial years ended December 31, 2020, December 31, 2021 and December 31, 2022, together with the report of the auditor thereon;
2. to fix the number of directors of the Company to be elected at five (5);
3. to elect directors of the Company for the ensuing year;
4. to appoint SRCO Professional Corporation, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. to consider, and if deemed appropriate, to pass, with or without variation, a resolution by the disinterested shareholders approving the equity incentive plan as more fully described in the Circular (the “**Equity Incentive Plan**”);
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to approve the cancellation of the Company’s existing form of Articles and the adoption of a new form of Articles (the “**New Articles Resolution**”) as more particularly described in the Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, should the New Articles Resolution not be passed, a special resolution to approve the amendment of the Part 14 – Election and Removal of Directors of the current Articles of the Company, in accordance with *the Business Corporations Act* (British Columbia) to include new Article 14.11 – Advance Notice Provisions (the “**Advance Notice Provisions Resolution**”) as more particularly described in the Appendix I to the Schedule “C” to the Circular;
8. to consider and, if deemed advisable, to pass, with or without variation, should the New Articles Resolution not be passed, a special resolution to approve the amendment of the Part 7 – Alteration of Capital of the current Articles of the Company, in accordance with *the Business Corporations Act* (British Columbia) to amend it by replacing it with the new Part 7 – Alterations as more particularly described in the Appendix II to the Schedule “C” to the Circular (the “**Alterations Resolution**”);
9. to consider and, if deemed advisable, to pass, with or without variation, should the New Articles Resolution not be passed, a special resolution to approve the amendment of the existing Articles of the Company, in accordance with *the Business Corporations Act* (British Columbia) to amend Article 11.3 of the Part 11 - Proceedings at General Meetings as more particularly described in the Circular (the “**Quorum Resolution**”);
10. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the directors to consolidate the common shares of the Company on the basis of one (1) new post-consolidation common share for every six (6) currently outstanding common shares, as more particularly described in the Circular (the “**Consolidation Resolution**”); and
11. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The record date for the Meeting is September 18, 2023. For detailed information regarding each of the above matters, please refer to the section 3 of the Circular titled “Particulars of Matters to be Acted Upon”. **Immersive urges shareholders to review the management proxy materials, in particular, the Circular, prior to voting.**

**Immersive is encouraging its shareholders to vote their shares by submitting their proxy (or voting instruction form) in advance. Shareholders will not be able to attend the Meeting in person.**

#### **ACCESSING MEETING MATERIALS ONLINE**

You may view the Circular, as well as Immersive’s audited consolidated financial statements for the year ended December 31, 2022 and management’s discussion and analysis, online on Immersive’s website at <https://www.immersivetech.co/investors> and under the Company’s profile on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca).

#### **REQUESTING A PRINTED COPY OF THE PROXY MATERIALS**

You may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies must be received at least 7 business days prior to Tuesday, October 31, 2023, through Immersive’s website <https://www.immersivetech.co/>, or by calling our transfer agent Odyssey Trust Company at the number listed below in order to receive the paper copy in advance of the meeting. Shareholders may request to receive a paper copy of the Proxy Materials for up to one year from the date the Proxy Materials were filed on [www.sedarplus.ca](http://www.sedarplus.ca).

For more information regarding notice-and-access or to obtain a paper copy of the Proxy Materials you may contact our transfer agent, Odyssey Trust Company, via [www.odysseycontact.com](http://www.odysseycontact.com) or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

#### **VOTING PROCESS**

Please note that you cannot vote by returning this notice-and-access notification.

#### **Registered Shareholders:**

Registered shareholders may vote at the Meeting; however, the Company encourages registered shareholders to vote their shares in advance using one of the methods described below.

<b>Mail</b>	Shareholders may vote by mail by signing, dating and returning their proxy to our transfer agent, Odyssey Trust Company, at the following address: 1230 – 300 5th Avenue S.W., Calgary, AB, T2P 3C4,
<b>Fax</b>	Please scan and fax both pages of your completed, signed form of proxy to 1-800-517-4553
<b>Email</b>	Please scan and email both pages of your completed, signed form of proxy to <a href="mailto:proxy@odysseytrust.com">proxy@odysseytrust.com</a>
<b>Internet</b>	Shareholders may vote over the Internet by following the instructions on the Proxy
<b>Questions?</b>	Contact Odyssey Trust Company <a href="https://odysseytrust.com/TransferAgent/Contact">https://odysseytrust.com/TransferAgent/Contact</a> or toll-free 1-888-290-1175

To be valid, proxies must be received by our transfer agent, Odyssey Trust Company, no later than 8:00 a.m. (Pacific Time) on Tuesday, October 31, 2023, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

**Non-registered shareholders:** You should carefully follow the instructions of your intermediary, including those regarding when and where the completed proxy or voting instruction form is to be delivered or otherwise submitted. You may also refer to the section 1 of the Circular titled “General Proxy and Voting Information” for further information. There may be deadlines for non-registered shareholders that are earlier than the deadline for proxies from registered shareholders set out above. Shareholders are reminded to review the Circular prior to voting as it contains important information about the matters to be voted upon.

We value your opinion and participation in the Meeting as a Shareholder of XR Immersive Tech Inc.

DATED at Vancouver, British Columbia, this 18<sup>th</sup> day of September, 2023.

#### **By Order of the Board of Directors**

“A Shabeer Sinnalebbe”

A Shabeer Sinnalebbe

Chief Executive Officer and Director