

MYNDTEC INC.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, JUNE 18, 2024

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of MyndTec Inc. (the “**Corporation**”) will be held in person at 3:00 p.m. (Toronto time) on Tuesday, June 18, 2024 at 82 Richmond Street East, 2nd Fl., Toronto, Ontario, Canada M5C 1P1 (the “**Notice of Meeting**”).

The Meeting will be held for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the year ended December 31, 2023, together with the notes thereto and the auditors’ report thereon (the “**Financial Statements**”);
2. to elect the board of directors of the Corporation (the “**Board**”) to hold office until the next annual general meeting of Shareholders or until their successors are duly elected or appointed;
3. to approve the reappointment of MNP LLP as auditors of the Corporation for the ensuing year and authorize the Board to fix the remuneration of the auditors;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the renewal of the Corporation’s stock option plan (the “**Plan**”); and
5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the management information circular attached hereto (the “**Information Circular**”).

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is May 3, 2024 (the “**Record Date**”). Only Shareholders whose names have been entered in the registers of the Corporation (“**Registered Shareholders**”) as at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting.

Shareholders may listen to the Meeting as a guest via audio conference instead of attending the Meeting in person and to vote on the matters before the Meeting by proxy or voting instruction form in advance of the Meeting. Shareholders are invited to listen to the Meeting as a guest by dialing into our conference lines at:

- **Toronto (+1) 416-764-8658; or**
- **Toll Free - North America (+1) 888-886-7786**
- **Web link:** <http://momentum.adobeconnect.com/myndtec2024/>

Participants should dial in at least 10 minutes prior to the scheduled start time and ask to join the call. Shareholders will have an equal opportunity to listen and ask questions at the Meeting through this method regardless of their geographic location. Should any changes to this Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation’s profile on the System for Electronic Document Analysis and Retrieval + (“**SEDAR+**”) at www.sedarplus.ca and on the Corporation’s website at www.myndtec.com.

PLEASE NOTE THAT ALL VOTING MUST BE CONDUCTED IN PERSON AT THE MEETING OR IN ADVANCE OF THE MEETING AS SHAREHOLDERS WILL NOT BE PERMITTED TO VOTE USING THE CONFERENCE LINES.

How to Vote

Registered Shareholders

Only Registered Shareholders and duly appointed proxyholders may attend and vote at the Meeting. If you are a Registered Shareholder and are unable to be present at the Meeting, please exercise your right to vote by dating, signing and returning the accompanying form of proxy to Marrelli Trust Company Ltd., the transfer agent and registrar of the Common Shares (the “**Transfer Agent**”).

To be valid, a completed proxy must be dated, completed, signed and deposited with the Transfer Agent: (i) by mail using the enclosed return envelope or one addressed to Marrelli Trust Company Limited c/o Marrelli Transfer Services Corp., 82 Richmond Street East, 2nd Fl., Toronto, Ontario M5C 1P1; (ii) by hand delivery to Marrelli Trust Company Limited c/o Marrelli Transfer Services Corp., 82 Richmond Street East, 2nd Fl., Toronto, Ontario M5C 1P1; (iii) by facsimile to 416-360-7812 (within Canada, the United States or internationally); or (iv) through the Internet at www.voteproxy.ca.

To be effective, your completed proxy must be received, in each case, no later than 3:00 p.m. (Toronto time) on June 14, 2024 (or, if the Meeting is adjourned or postponed, 48 hours (Saturdays, Sundays and holiday excepted) prior to the time of holding the Meeting) in accordance with the delivery instructions above and in your form of proxy. If you are not planning to attend the Meeting, we encourage you to complete the enclosed form of proxy as soon as possible. **Notwithstanding the foregoing, the chair of the Meeting has the discretion to accept proxies received after such deadline.**

Beneficial Shareholders

If you are not a Registered Shareholder and hold your Common Shares with a bank, broker, custodian, nominee financial intermediary, clearing agency, securities dealer or other form of intermediary (each, an “**Intermediary**”), a voting instruction form (“**VIF**”), instead of a form of proxy, may be enclosed. Even if you hold Common Shares through an Intermediary (“**Beneficial Shareholders**”), you will be able to vote by completing your VIF and returning it to your Intermediary in advance of the Meeting in accordance with the instructions therein. A Beneficial Shareholder will not be recognized at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary, however, it may appoint itself as a proxy holder in the VIF provided and attend the Meeting as a proxyholder for the Common Shares registered with the Intermediary and vote in that capacity by following the instructions provided for in the VIF.

More About Voting by Proxy or VIF in Advance of the Meeting

Voting in advance of the Meeting by proxy or VIF is the easiest way to vote. It means you are giving someone else (your proxyholder) the authority to attend the Meeting and vote for you according to your instructions. Craig Leon, or failing him, Milos Popovic, has agreed to act as your proxyholder on behalf of the Corporation to vote your Common Shares at the Meeting according to your instructions (the “**Management Appointees**”). If you do not name a different proxyholder when you sign your form, you are authorizing the Management Appointees to act as your proxyholder to vote for you at the Meeting in accordance with your instructions. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for such Shareholder on its behalf at the Meeting other than the persons designated in the enclosed proxy or VIF, the Management Appointees.** Such right may be exercised by inserting in the blank space provided for that purpose in the enclosed proxy or VIF the name of such person and delivering the completed and executed proxy or VIF in accordance with the instructions provided therein.

Shareholders are reminded to review the Information Circular before voting.

DATED this 14th day of May, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF
MYNDTEC INC.**

(signed) "*Craig Leon*"

Craig Leon
CEO and Director