



**NOTICE-AND-ACCESS NOTIFICATION
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TO: SHAREHOLDERS OF DEXTERRA GROUP INC.

TAKE NOTICE that Dexterra Group Inc. ("**Dexterra**") is using the "notice-and-access" provisions under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the "**Notice-and-Access Provisions**") to send to its beneficial holders and registered holders ("**Shareholders**") of common shares ("**Common Shares**") of Dexterra proxy-related materials relating to the Annual General Meeting (the "**Meeting**") of holders of Common Shares which will be held on the **19th day of May, 2021 at 10:00 a.m. EST in a virtual only format, which will be conducted via live audio webcast at <https://web.lumiagm.com/170453125>**.

As set forth in the Management Information Circular of the Corporation dated March 30, 2021 that has been prepared for the Meeting (the "**Information Circular**") and the Voting Instruction Form which accompanies this Notice-and-Access Notification, each of the following matters will be voted on at the Meeting:

1. the election of directors of Dexterra for the ensuing year (information respecting the election of directors may be found in the Information Circular under "*Election of Directors*");
2. the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, of Toronto, Ontario, as Auditor of Dexterra for the ensuing year and to authorize the board of directors of Dexterra to fix their remuneration (information respecting the appointment of the auditor may be found in the Information Circular under "*Appointment of the Auditor*"; and
3. such other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders are reminded to review the Information Circular carefully before voting as the Information Circular has been prepared to help you make an informed decision.

The Corporation has elected to use the Notice-and-Access Provisions for the Meeting in respect of mailings to its Shareholders. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing a reporting issuer to post a management information circular in respect of a meeting of its shareholders and related materials online.

WEBSITE ADDRESSES WHERE MEETING MATERIALS ARE POSTED

The Information Circular together with related materials have been posted and are available for review on Dexterra's profile on SEDAR at <https://sedar.com>. The Information Circular and related materials are also available at www.meetingdocuments.com/astca/dxt.

HOW TO OBTAIN PAPER COPIES OF MEETING MATERIALS:

Shareholders may request that paper copies of the Meeting materials be sent to them by contacting AST Trust Company at 1-888-433-6443 or fulfilment@astfinancial.com.

In order to allow Shareholders a reasonable time to receive paper copies of the Information Circular and related materials by mail and to vote their Common Shares, it is recommended that requests for meeting materials should be received on or before May 6, 2021. However, requests for Meeting materials may be made up to one year from the date the Information Circular was filed.

VOTING MY COMMON SHARES (Please note that you cannot vote by returning this notice.)

Registered Shareholders and Non-Objecting Beneficial Owners

Registered Shareholders and Non-Objecting Beneficial Shareholders are reminded that in order to ensure that their Common Shares are voted at the Meeting they have four ways to submit their completed voting instruction form:

VOTE USING THE INTERNET	VOTE BY TELEPHONE	VOTE BY FAX	VOTE BY MAIL
www.ASTvotemyproxy.com You will need to provide your 13 digit Control Number, which is found on the voting instruction form	1-888-489-5760 (toll free Canada and US) You will need to provide your 13 digit Control Number, which is found on the voting instruction form	1-866-781-3111 (toll free)	AST Trust Company (Canada) Attention: Proxy Department P.O. Box 721 Agincourt, ON M1S 0A1

Objecting Beneficial Owners

Objecting Beneficial Shareholders are reminded that in order to ensure that their Common Shares are voted at the Meeting they have four ways to submit their completed voting instruction form:

VOTE USING THE INTERNET	VOTE BY TELEPHONE	VOTE BY FAX	VOTE BY MAIL
www.proxyvote.com You will need to provide your Control Number, which is found on the voting instruction form	1-800-474-7493 You will need to provide your Control Number, which is found on the voting instruction form	1-905-507-7793	Data Processing Centre P.O. Box 2800, Stn LCD Malton Mississauga, Ontario L5T 2T7

Reference is also made to the discussion in the Information Circular under "*Instructions on Voting at the Virtual Meeting*" for further information on voting.

QUESTIONS AND ADDITIONAL INFORMATION

A Shareholder may also obtain additional information about the Notice-and-Access Provisions by calling AST Trust Company (Canada) toll-free at 1-888-433-6443.

DATED at Toronto, Ontario this 30th day of March, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

signed "Jan Campbell"

Jan Campbell
Corporate Secretary