



**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 **8th day of May, 2024 at 11:00 a.m. EST** via live audio webcast at <https://web.lumiagm.com/229327636>.

As set forth in the Management Information Circular of the Corporation dated March 19, 2024 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 [sedarplus.ca](http://sedarplus.ca) and its website at [Dexterra.com](http://Dexterra.com). The Information Circular and related materials are also available at [www.meetingdocuments.com/TSXT/dxt](http://www.meetingdocuments.com/TSXT/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 TSX Trust Company at 1-888-433-6443 or [tsxt-fulfilment@tmx.com](mailto:tsxt-fulfilment@tmx.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 April 22, 2024. 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:

| <b>VOTE USING THE INTERNET</b>   | <b>VOTE BY TELEPHONE</b>  | <b>VOTE BY FAX</b>            | <b>VOTE BY MAIL</b>   |
|--|---|-------------------------------|---|
| <a href="http://www.meeting-vote.com">www.meeting-vote.com</a><br>You will need to provide your 13 digit Control Number, which is found on the voting instruction form | 1-888-489-5760<br>(toll free Canada and US)<br>You will need to provide your 13 digit Control Number, which is found on the voting instruction form | 1-416-595-9593<br>(toll free) | TSX Trust Company<br>Attention: Proxy Department<br>P.O. Box 721<br>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 three ways to submit their completed voting instruction form:

| <b>VOTE USING THE INTERNET</b>   | <b>VOTE BY TELEPHONE</b>  | <b>VOTE BY MAIL</b>   |
|--|---|---|
| <a href="http://www.proxyvote.com">www.proxyvote.com</a><br>You will need to provide your 16 digit Control Number, which is found on the voting instruction form | 1-800-474-7493<br>(For French dial 1-800-474-7501)<br>You will need to provide your Control Number, which is found on the voting instruction form | Data Processing Centre<br>P.O. Box 3700, Stn Industrial Park<br>Markham, Ontario<br>L3R 9Z9 |

Reference is also made to the discussion in the Information Circular under "*Instructions on Voting at the 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 TSX Trust Company toll-free at 1-888-433-6443.

DATED at Toronto, Ontario this 19th day of March, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

*signed "Christos Gazeas"*

Christos Gazeas  
 EVP, Legal, General Counsel and Corporate Secretary