

**ARCPOINT INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD AT 11:00 A.M. (PACIFIC TIME) ON JUNE 29, 2023**

**NOTICE IS HEREBY GIVEN** that the annual and special meeting of shareholders (the “**Meeting**”) of ARCpoint Inc. (the “**Company**”) will be held as a physical and virtual hybrid meeting at 4388 Still Creek Dr., Burnaby, British Columbia, Canada V5C 6C6 and through a Zoom conference call (with dial-in information set forth below) on Thursday, June 29, 2023 at 11:00 a.m. (Pacific Time) for the following purposes:

1. to receive the audited financial statements (the “**Audited Financial Statements**”) and the management discussion & analysis (the “**MD&A**”) of the Company for the financial year ended December 31, 2022;
2. to elect directors of the Company for the ensuing year;
3. to reappoint Davidson & Company LLP as the auditors of the Company for the ensuing year and to authorize the board of directors of the Company (the “**Board of Directors**”) to fix their remuneration;
4. to consider and, if thought appropriate, pass an ordinary resolution approving the Company’s Omnibus Equity Incentive Compensation Plan as more particularly described in the accompanying management information circular (the “**Circular**”);
5. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular to be provided by the Company under the Notice and Access System as described below. The full text of the resolutions for the matters listed above is set out in the Schedules to the Circular.

The Board of Directors has fixed May 15, 2023 as the record date for the determination of the shareholders of the Company entitled to receive notice of the Meeting. Shareholders so entitled are invited to attend the Meeting.

**HYBRID VIRTUAL MEETING** – The Company will be hosting the Meeting as a physical and virtual hybrid Meeting. In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form mailed to them with the Meeting materials. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting in person physically or using the dial-in information provided below. Beneficial Shareholders who are not duly appointed proxyholders will be able to attend the Meeting as guests, but guests will not be able to vote at the Meeting. Please see the section entitled "Hybrid Virtual Meeting" on page 1 of the Circular for detailed instructions on how to attend and participate at the Meeting. Alternatively, shareholders can take steps to submit their votes by proxy by following the instructions below and as further set out in the accompanying Circular.

*Vitual Meeting Dial-in Information*

Date: Thursday, June 29, 2023

Time: 11:00 am Pacific Time (UA and Canada)

Join Zoom Meeting:

<https://us02web.zoom.us/j/85993397224?pwd=Z1VQYkpUTExyRjR0aVBtUko3emt0Zz09>

Meeting ID: 859 9339 7224

Passcode: 884169

One tap mobile

+13017158592,,85993397224#,,,,\*884169# US (Washington DC)

+13052241968,,85993397224#,,,,\*884169# US

Dial by your location

+1 301 715 8592 US (Washington DC)

+1 305 224 1968 US

+1 309 205 3325 US

+1 312 626 6799 US (Chicago)

+1 346 248 7799 US (Houston)

+1 360 209 5623 US

+1 386 347 5053 US

+1 408 638 0968 US (San Jose)

+1 507 473 4847 US

+1 564 217 2000 US

+1 646 876 9923 US (New York)

+1 646 931 3860 US

+1 669 444 9171 US

+1 669 900 6833 US (San Jose)

+1 689 278 1000 US

+1 719 359 4580 US

+1 253 205 0468 US

+1 253 215 8782 US (Tacoma)

**NOTICE AND ACCESS** – The Company has elected to utilize the notice-and-access system under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Ongoing Requirements for Issuers and Insiders* of the Canadian Securities Administrators (the “**Notice and Access System**”) for delivery of the Circular to each of the shareholders of the Company whose proxy is solicited for the Meeting.

Under the Notice and Access System, instead of delivering a paper copy of the Circular, the Company is permitted to provide its shareholders with a notice directing them to a website where they can access an electronic copy of the Circular online and vote their shares using their preferred method either through internet or via paper return. The Company anticipates that the Notice and Access System can directly benefit the Company through a substantial reduction in both postage and printing costs, and also promote environmental sustainability by reducing the large volume of paper documents generated by printing proxy related materials. As a corporation existing under the *Canada Business Corporations Act* (the “**CBCA**”), the Company is required to apply for, and has applied for, the requisite approval from Industry Canada to exempt the Company from the requirement under the CBCA to deliver the prescribed Circular to its shareholders.

Notwithstanding the use of the Notice and Access System, under the applicable securities and corporate laws, the Company is still required to deliver paper copies of this notice and the proxy form to its shareholders eligible to attend the Meeting. In addition, the Company is required to

deliver paper copies of the Audited Financial Statements and MD&A to its registered shareholders (unless such registered shareholder has informed the Company in writing declining to receive a paper copy of such annual documents) as well as its beneficial shareholders who have submitted a completed supplemental card to the Company or its transfer agent requesting for the delivery of such annual documents.

### **Website Where the Circular is Posted**

Shareholders of the Company can access the Circular for the Meeting on the following website: <https://odysseytrust.com/client/arcpoint-inc/> or by accessing the Company's filings on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Requesting Paper Copies of the Circular**

Shareholders of the Company may also request paper copies of the Circular to be delivered to them by mail at no cost to them by calling the following toll-free number: 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America) or by visiting [www.odysseycontact.com](http://www.odysseycontact.com). In order for the requesting shareholder to receive the paper copy in advance of the deadline for submission of voting instructions and the date of the Meeting, the request must be made prior to 4:30 pm on June 19, 2023 (Pacific Time). Shareholders of the Company may continue to request a paper copy of the Circular within one year from the date the Circular is filed on SEDAR. In the case of a request received prior to the date of the Meeting, a paper copy of the Circular so requested will be sent free of charge by the Company to the requesting shareholder at the address specified in the request, by first class mail, within 3 business days after receiving the request; in the case of a request received on or after the date of the Meeting, and within one year of the Circular being filed, a paper copy of the Circular will be sent free of charge by the Company to the requesting shareholder within 10 calendar days after receiving the request, by prepaid mail, courier or the equivalent.

### **Voting**

**Shareholders are reminded to review the Circular prior to voting.** *Registered shareholders* who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and send it in the enclosed envelope to the Company's transfer agent, Odyssey Trust Company ("Odyssey") by hand or mail at 409 Granville Street, Suite 350, Vancouver, B.C. V6C 1T2, by email to [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com), or by fax to the attention of the Proxy Department of Odyssey at 1-800-517-4553 (within Canada and the U.S.) or 1-416-263-9524 (outside North American). *Non-registered shareholders* who receive these materials through their broker or other intermediary should complete and send the enclosed voting instruction form in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by Odyssey not later than 11:00 am (Pacific Time) on June 27, 2023, or not later than 11:00 a.m. (Pacific Time) on the date that is two business days immediately prior to any adjournment or postponement of the Meeting.

DATED the 17<sup>th</sup> day of May, 2023.

**ON BEHALF OF THE BOARD**

*"John Constantine"*

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John Constantine  
President and Chief Executive Officer