CEMATRIX CORPORATION

Notice of Annual General and Special Meeting of holders of common shares

Notice is hereby given that the annual meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of CEMATRIX CORPORATION (the "**Corporation**") will be held at the Glenmore Inn and Convention Centre, 100 Glenmore Court SE, Calgary, Alberta, T2C 2E6 at 10:00 a.m. (Mountain Standard Time), on June 24, 2024 for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2023 and the report of its auditors;

2. To fix the board of directors of the Corporation (the "**Board**") to be elected at the Meeting at seven (7) members and to elect the Board of the Corporation for the ensuing year and to elect the directors of the Corporation;

3. To consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the reappointment of MNP LLP, Chartered Accountants, as the Corporation's auditor for the ensuing year and to authorize the Board to fix the auditor's remuneration;

4. To consider, and if thought appropriate, to approve, with or without variation, an ordinary resolution, as more particularly set forth in the accompanying circular (the "**Circular**") relating to the renewal and adoption of the Omnibus Equity Incentive Plan of the Corporation;

5. To consider, and if thought appropriate, to approve, in an advisory, non-binding capacity, the Corporation's approach to executive compensation as described in the Circular; and

6. To transact any such other business as may properly be brought before the Meeting or any adjournment thereof.

The directors of the Corporation have fixed May 15, 2024 (the "**Record Date**") as the record date for the determination of Shareholders entitled to receive notice of the Meeting.

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the "Notice-and-Access Provisions") for the Meeting. The Notice-and-Access provisions are a relatively new set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Corporation to post the Information Circular and any additional materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a paper copy of the Information Circular. The Corporation will not use the procedure known as 'stratification' in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

Please review the Information Circular carefully and in full prior to voting as the Information Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Information Circular is available on the Corporation's website at:

www.cematrix.com/investors/presentations-and-webcasts/

and under the Corporation's profile on SEDAR at www.sedarplus.com. Any shareholder who wishes to receive a paper copy of the Information Circular, should contact the Corporation at 403-219-0484, or toll free at 1-888-876-0484 or by email to public.company@cematrix.com. Shareholders may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

Shareholders as of the Record Date are entitled to vote their Common Shares except to the extent that they have transferred the ownership of any of his or her Common Shares after the Record Date. The transferee of those Common Shares must produce properly endorsed share certificates or otherwise establish that he or she owns the Common Shares and requests, not later than 10 days before the date of the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, in which case such transferee will be entitled to vote those Common Shares at the Meeting.

DATED at Calgary, Alberta, May 8, 2024.

By Order of the Board of Directors

Signed *"Minaz Lalani"*
Minaz Lalani
Chairman of the Board

A registered Shareholder may attend the Meeting in person or may be represented by proxy. All Shareholders are encouraged to vote in advance of the meeting by mail, in the manner set out in the meeting materials that have been sent to Shareholders. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment thereof.

The persons named in the enclosed form of proxy (the "**Management Designees**") are members of the Corporation's management. **Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for him or her and on his or her behalf at the Meeting.** To exercise such right, the names of the Management Designees should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

The instrument appointing the proxy shall be in writing and shall be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

In order to ensure that a paper copy of the Information Circular can be delivered to a requesting Beneficial Shareholder or Registered Shareholder in time for such shareholder to review the Information Circular and return a voting instruction form or proxy prior to the Proxy Deadline, it is strongly suggested that a shareholder ensure their request is received no later than June 12, 2024.

A live audio of the meeting will be available by conference call by dialing 1-844-511-2074 and using the participant code 720-803-646 to listen to the meeting via conference call.