



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Dexterra Group Inc. (“**Dexterra**”) will be held on the **Wednesday, May 19, 2021 at 10:00 a.m. EST** for the following purposes:

1. to receive the consolidated audited financial statements of Dexterra for the financial year ended December 31, 2020 and the Auditor’s report on those statements;
2. to elect the nominees to the board of directors of Dexterra for the ensuing year, as set out in the Management Information Circular accompanying this Notice of Meeting;
3. to appoint 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; and
4. to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

The Meeting will be held in a virtual only format, which will be conducted via live audio webcast at <https://web.lumiagm.com/170453125>. Details on how to access the Meeting and proxy-related materials can be found in the Management Information Circular, accompanying this Notice of Meeting. Dexterra will be using the Notice-and-Access mechanism permitted by the Canadian Securities Administrators that reduces the volume of materials that must be physically mailed to shareholders by allowing a reporting issuer to post an information circular in respect of a meeting of its shareholders and related materials, online, which reduces the environmental impact and mailing costs of the Meeting.

Only Shareholders of record at the close of business on March 30, 2021 are entitled to notice of and to attend the Meeting or any adjournment or postponement thereof and to vote thereat. **A Shareholder may attend the Meeting or may be represented by proxy at the live audio webcast. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to complete and return the accompanying instrument of proxy for use at the Meeting or any adjournment or postponement thereof and return it in the envelope provided, or vote online at www.astvotemyproxy.com, by telephone at 1-888-489-5760 or fax by at 1-866-781-3111.**

BY ORDER OF THE BOARD OF DIRECTORS,

“signed” Jan M. Campbell

Jan M. Campbell, Corporate Secretary