



MDA LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 12, 2023

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of MDA Ltd. (the “**Company**”) will be held virtually via live audio webcast at <https://virtual-meetings.tsxtrust.com/1454> on May 12, 2023 at 11:00 am (Toronto time), for the following purposes, as more particularly described in the accompanying management information circular (the “**Circular**”):

1. to receive and consider the financial statements for the fiscal year ended December 31, 2022 and the auditor’s report thereon;
2. to elect the directors of the Company for the ensuing year;
3. to appoint an auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration; and
4. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular. The Circular is deemed to form part of this notice of meeting. Please read the Circular carefully before you vote on the matters being transacted at the Meeting.

Holders of common shares registered on the books of the Company at the close of business on March 31, 2023 (the “**Record Date**”) are entitled to notice of, and to vote at, the Meeting.

A registered shareholder may attend the Meeting himself, herself or itself, or may be represented by proxy. Registered shareholders who are unable to attend the Meeting or any adjournment thereof are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof.

Once again this year, the Meeting will be held in a virtual-only format, which will be conducted via live audio webcast over the Internet. Registered shareholders and duly appointed proxyholders will be entitled to attend, participate and vote at the Meeting from any location. Non-registered shareholders who have not duly appointed themselves as proxyholders may also virtually attend as guests. Guests will be able to virtually attend and listen to the Meeting but will not be able to vote or ask questions at the Meeting. To be valid, the enclosed proxy must be deposited with the Company’s transfer agent, TSX Trust Company at 301-100 Adelaide Street West, Toronto, ON M5H 4H1 not later than 11:00 am (Toronto time) on May 10, 2023 (or at least 48 hours, excluding Saturdays, Sundays and statutory holidays in the Province of Ontario, prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof). Alternatively, shareholders may, and are encouraged to, vote their proxies online at <http://www.voteproxyonline.com/> or by fax to 416-595-9593 before such deadline.

A summary of the information shareholders will need to attend, participate and vote at our Meeting is provided in the Circular under “**Voting Information**”.

Non-registered beneficial shareholders, whose shares are registered in the name of a broker, securities dealer, bank, trust company or similar entity (an “**Intermediary**”), should carefully follow the voting instructions provided by their Intermediary.

DATED this 5th day of April, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “John Risley”

John Risley
Chair of the Board