D2L Inc.
(the "Company")

Annual Meeting of Shareholders

June 12, 2025

REPORT OF VOTING RESULTS
National Instrument 51-102 – Continuous Disclosure Obligations
Section 11.3

Matters Voted Upon

Business	**Outcome of Vote**
1. Election of each director nominee proposed in the Management Information Circular of the Company dated April 30, 2025, to hold office until the close of the next annual meeting of the Company's shareholders or until the director's successor is elected or appointed, unless such office is earlier vacated in accordance with the Company's by-laws:	Each nominee was elected as a director of the Company.

Nominee	Votes For	% Votes For	Votes Against	% Votes Against
John Baker	290,697,969	99.59%	1,186,044	0.41%
Tim Connor	290,135,513	99.40%	1,748,500	0.60%
Robert Courteau	291,856,047	99.99%	27,966	0.01%
Marta DeBellis	291,855,547	99.99%	28,466	0.01%
Tracy Edkins	291,734,237	99.95%	149,776	0.05%
J. Ian Giffen	291,734,237	99.95%	149,776	0.05%
David L. Johnston	291,733,737	99.95%	150,276	0.05%

2. Appointment of KPMG LLP as the auditor of the Company, to hold office until the close of the next annual meeting of the Company's shareholders or until a successor is duly appointed, and that the board of directors be authorized to fix the auditor's remuneration.	The appointment of KPMG LLP to serve as the auditor of the Company was approved.

Votes For	% Votes For	Votes Withheld	% Votes Withheld
292,322,609	100.00%	0	0.00%