

**THIS NOTICE AND THE ENCLOSED PROXY OR VOTING INSTRUCTION FORM (“VIF”) IS BEING DELIVERED TO YOU IN CONNECTION WITH DYE & DURHAM LIMITED’S ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 19, 2023. THIS NOTICE SHOULD BE READ CAREFULLY BEFORE YOU RETURN EITHER A PROXY OR VIF, AS APPLICABLE.**



**TO: SHAREHOLDERS OF RECORD OF DYE & DURHAM LIMITED**

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On November 20, 2023, Dye & Durham Limited (the “**Company**”) announced that it had mailed its management information circular (the “**Circular**”) and related meeting materials in respect of its upcoming annual general meeting of shareholders to be held on December 19, 2023 (the “**Meeting**”). The Company concurrently announced its slate of director nominees proposed for election at the Meeting, being Brian Derksen, Matthew Proud, Leslie O’Donoghue, Edward Prittie, Ronnie Wahi, Colleen Moorehead and Peter Brimm (collectively, the “**Director Nominees**”).

Mr. Brimm was added to the slate of Director Nominees following the printing of the Meeting materials and, as such and unlike the other Director Nominees, his biography is not included in the Circular. Mr. Brimm is a seasoned business executive and well respected in the Canadian business community. Information about Mr. Brimm, including his biography, can be found in the Company’s press release dated November 20, 2023. Other than in respect of the information included in the aforementioned press release, the addition of Mr. Brimm would not result in any material changes to the Circular. As Mr. Brimm’s biography was not included in the Circular, his name was not included on the proxies and VIFs, as applicable, that were mailed to the Company’s shareholders with the Circular. As such, enclosed herewith is a revised proxy and/or VIF, as applicable, which includes Mr. Brimm’s name as a director nominee. Below are instructions for completing the revised proxy and/or VIF, as applicable.

**If you are a registered shareholder (shares are held with a physical certificate or DRS):**

The enclosed revised proxy is printed on blue paper and should be completed in lieu of the original proxy that was previously mailed to you that was printed on white paper. If you have already completed and returned the original proxy, and subsequently return the enclosed blue proxy, your shares that are eligible to be voted will be voted in accordance with the instructions on the revised blue proxy. If you have already completed and returned the original proxy and do not return the revised blue proxy, your shares that are eligible to be voted will still be voted in accordance with the instructions included thereon, and the named management appointees will exercise their discretion to vote in favour of Mr. Brimm’s election. Failure to submit the revised blue proxy does not invalidate a proxy that was previously properly submitted.

**If you are a beneficial shareholder (shares are held with a bank, brokerage, trust company or similar entity):**

The enclosed revised VIF is printed on blue paper and must be completed in lieu of the original VIF that was previously mailed to you that was printed on white paper. The Company is unable to accept the original VIFs and, as such, even if you have already completed and returned the original VIF, you must return the enclosed blue VIF in order for your eligible shares to be voted in accordance with your instructions. For clarity, if you have already completed and returned the original VIF and do not return the revised blue VIF, your shares that are eligible to be voted will **not** be voted in accordance with the instructions included thereon. Failure to submit the revised blue VIF will result in your eligible shares not being voted. **You must complete and return the revised blue VIF or submit voting instructions with the control number from the blue VIF for your eligible shares to be voted.**

The enclosed revised proxy and/or VIF, as applicable, contain important information regarding voting procedures, including how to vote, how to appoint a proxyholder, and applicable deadlines. Proxies and VIFs must be received by **9:00 a.m. (Toronto time) on December 15, 2023** to be counted. The Company unanimously recommends that you vote **FOR** the election of all Director Nominees, including Mr. Brimm, and, if no direction is made in respect of any matter to be voted upon at the Meeting, and the proxy and/or VIF appoints the Company’s management nominees listed on the proxy and/or VIF as its proxyholder, the applicable proxy and/or VIF will be voted as recommended by management.

Full reference should be made to the enclosed revised blue proxy and/or VIF for voting procedures. Copies of the Meeting materials, including the Circular, are available at [www.dyedurham.com/investors](http://www.dyedurham.com/investors) and [www.sedarplus.ca](http://www.sedarplus.ca).