

DYE & DURHAM LIMITED
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on March 4, 2026

NOTICE IS HEREBY GIVEN that the annual general and special meeting of shareholders (including any adjournment(s) or postponement(s) thereof, the “**Meeting**”) of Dye & Durham Limited (“**Dye & Durham**” or the “**Company**”) will be held at 333 Bay Street, Suite 3400, Toronto, Ontario on Wednesday, March 4, 2026 at 9:30 a.m. (Toronto time) for the following purposes:

1. to receive and consider the Company’s financial statements for the fiscal year ended June 30, 2025 and the auditor’s report thereon;
2. to elect the directors of the Company;
3. to appoint an auditor and authorize the directors to fix the auditor’s remuneration;
4. to consider and, if deemed advisable, approve an ordinary resolution, the full text of which is set out in the accompanying management information circular (the “**Circular**”), ratifying the grant of stock options to the chief executive officer and certain other executives of the Company;
5. to consider and, if deemed advisable, approve an ordinary resolution, the full text of which is set out in the accompanying Circular, ratifying a new omnibus equity incentive plan of the Company;
6. to consider and, if deemed advisable, approve an advisory resolution on the Company’s approach to executive compensation;
7. to consider and, if deemed advisable, approve an ordinary resolution, the full text of which is set out in the accompanying Circular, with respect to a shareholder proposal (the “**Shareholder Proposal**”) to amend the Company’s by-law number 1 (the “**By-Laws**”); and
8. to transact such other business as may properly come before the Meeting or any adjournment thereof.

For those shareholders who are unable to attend the Meeting in person, the Company will make an audio-only telephone conference available for shareholders to listen to the Meeting. No voting will occur on the audio conference. To join the audio-only telephone conference, please dial 1-416-945-7677 (from Toronto) or 1-888-699-1199 (toll-free) and quote the following reference number: 44959.

Shareholders are cordially invited to attend the in-person Meeting. Dye & Durham is soliciting the enclosed GOLD form of proxy (the “**GOLD Proxy**”), for registered shareholders, or the GOLD voting instruction form (the “**GOLD VIF**”) for non-registered shareholders. The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting. The accompanying GOLD Proxy or GOLD VIF includes detailed instructions on how to attend and vote at the Meeting.

Dye & Durham’s board of directors (the “**Board**”) has fixed January 5, 2026 as the record date (the “**Record Date**”) for determining shareholders entitled to receive notice of and to vote at the Meeting and any postponement or adjournment of the Meeting. Only the holders of Dye & Durham’s common shares as at the close of business on the Record Date will be entitled to have their votes counted at the Meeting.

Your vote is important. Registered shareholders may attend the Meeting in person or may be represented by proxy. If you are a registered shareholder and are unable to attend the Meeting in person, please complete, date and sign the enclosed GOLD Proxy and deliver it in accordance with the instructions set out in the GOLD Proxy and in the Circular. A completed GOLD Proxy must be returned to the Company or the Company’s agents:

- (a) by hand delivery or mail in the enclosed return envelope to the Company's transfer agent, Computershare Investor Services Inc., at its office at 320 Bay St, 14th Floor, Toronto, ON M5H 4A6, Attention: Proxy Department;
- (b) by facsimile to Computershare Investor Services Inc., Attention: Proxy Department at 1-866-249-7775 (from within North America) or at 416-263-9524 (from outside North America); or
- (c) by registering your vote by Internet at www.investorvote.com, as instructed in the enclosed form of proxy.

To be effective, proxies must be received prior to 9:30 a.m. (Toronto time) on Monday, March 2, 2026, or, if the Meeting is postponed or adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to such reconvened Meeting. The Company or the Chair of the Meeting may waive or extend the proxy cut-off without notice.

Non-registered shareholders of the Company who have received this Notice of Meeting and accompanying materials through an intermediary are required to complete and return the materials in accordance with the instructions provided by such intermediary. An intermediary includes a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds Dye & Durham common shares on behalf of such non-registered shareholder.

Proxies will be counted and tabulated by Computershare Investor Services Inc. in such a manner as to protect the confidentiality of how a particular shareholder votes except where they contain comments clearly intended for management, in the case of a proxy contest, or where it is necessary to determine the proxy's validity or to permit management and the Board to discharge their legal obligations to Dye & Durham or its shareholders. If you have any questions or need assistance completing your form of proxy or voting instruction form, please call Carson Proxy Advisors, at 1-800-530-5189, local phone or text at 416-751-2066 or by email at info@carsonproxy.com.

As the Meeting will be held more than six months after the end of the Company's fiscal year, the Company has sought relief from the Toronto Stock Exchange from the requirement under section 464 of the TSX Company Manual that an annual meeting of shareholders of a listed company be held within six months from the end of its fiscal year. Given the Company's application for relief from the Ontario Superior Court of Justice (the "**Court**") to allow the Company to hold the Meeting on December 31, 2025, notwithstanding that it would not be able to send its audited consolidated financial statements for fiscal year 2025 to its shareholders at least 21 days before that date, the Company has also informed the Court of the delay in holding the Meeting. The Company has determined not, at this time, to apply to the Court for further relief in connection with the scheduling of the Meeting, though it may do so if it determines it is necessary or prudent to do so.

Toronto, Ontario, February 4, 2026.

By Order of the Board of Directors

(signed) "Edward Smith"

Edward Smith
Chair of the Board of Directors