D-BOX TECHNOLOGIES INC.
(the “Corporation”)

ANNUAL INFORMATION FORM

For the fiscal year ended March 31, 2024

May 30, 2024

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GENERAL INFORMATION

This annual information form is dated May 30, 2024. Unless otherwise indicated, the information contained herein is as of March 31, 2024 and all amounts are expressed in Canadian dollars.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain information included in this annual information form may constitute "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information may include, among others, statements regarding the future plans, activities, objectives, operations, strategy, business outlook, and financial performance and condition of the Corporation, or the assumptions underlying any of the foregoing. In this annual information form, words such as "may", "would", "could", "will", "likely", "believe", "expect", "anticipate", "intend", "plan", "estimate" and similar words and the negative form thereof are used to identify forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at or by which, such future performance will be achieved. Forward-looking information, by its very nature, is subject to numerous risks and uncertainties and is based on several assumptions which give rise to the possibility that actual results could differ materially from the Corporation's expectations expressed in or implied by such forward-looking information and no assurance can be given that any events anticipated by the forward-looking information will transpire or occur, including but not limited to the future plans, activities, objectives, operations, strategy, business outlook and financial performance and condition of the Corporation.

Forward-looking information is provided in this annual information form for the purpose of giving information about Management's current expectations and plans and allowing investors and others to get a better understanding of the Corporation's operating environment. However, readers are cautioned that it may not be appropriate to use such forward-looking information for any other purpose.

Forward-looking information provided in this annual information form is based on information available at the date hereof and/or management's good-faith belief with respect to future events and are subject to known or unknown risks, uncertainties, assumptions and other unpredictable factors, many of which are beyond the Corporation's control.

The risks, uncertainties and assumptions that could cause actual results to differ materially from the Corporation's expectations expressed in or implied by the forward-looking information include, but are not limited to: dependence on suppliers; political, social and economic conditions; concentration of clients; performance of content; access to content; credit risk; strategic alliances; competition; technology standardization; future funding requirements; indebtedness; global health crises; distribution network; exchange rate between the Canadian dollar and the U.S. dollar; warranty, recalls and lawsuits; dependence on key personnel and labour relations; legal, regulatory and litigation; intellectual property; security and management of information; and reputational risk through social media. These and other risk factors that could cause actual results to differ materially from expectations expressed in or implied by the forward-looking information are discussed under "Risk Factors" in this annual information form. Except as may be required by Canadian securities laws, the Corporation does not intend nor does it undertake any obligation to update or revise any forward-looking information contained in this annual information form to reflect subsequent information, events, circumstances or otherwise.

The Corporation cautions readers that the risks described above are not the only ones that could have an impact on it. Additional risks and uncertainties not currently known to the Corporation or that the Corporation currently deems to be immaterial may also have a material adverse effect on the Corporation's business, financial condition or results of operations.

CORPORATE STRUCTURE

NAME, ADDRESS AND INCORPORATION

D-BOX Audio Inc. ("**D-BOX Audio**") was incorporated on December 15, 1992 pursuant to the *Companies Act* (Québec) under the name 2967-8141 Québec Inc. On February 16, 1994, its Articles were amended to change the corporate name to D-BOX Audio Inc. On September 1, 2000, all of the issued and outstanding shares of D-BOX Audio were acquired by way of a reverse takeover by Altitude Venture Capital Corporation/Corporation de capital de Risque Altitude ("**Altitude**"), a junior capital pool company listed on the TSX Venture Exchange. On April 1, 2011, the Corporation graduated from the TSX Venture Exchange to the Toronto Stock Exchange.

Altitude was incorporated on June 19, 1998 pursuant to the *Canada Business Corporations Act*. Following the reverse takeover of D-BOX Audio, the Articles of Altitude were amended on November 22, 2000 to change the corporate name to D-BOX Technologies Inc./ Technologies D-BOX Inc. D-BOX Audio was dissolved on August 30, 2001 and its assets and operations were transferred to its parent company.

INTERCORPORATE RELATIONSHIPS

The Corporation has two subsidiaries. D-BOX USA Inc. ("**D-BOX USA**") was incorporated under the laws of the State of Delaware on May 16, 2006 and is a wholly-owned subsidiary of the Corporation. Unless the context indicates otherwise, in this annual information form "D-BOX" and the "Corporation" refer collectively to D-BOX Technologies Inc. together with D-BOX USA.

GENERAL DEVELOPMENT OF THE BUSINESS

THREE-YEAR HISTORY

On March 11, 2020, the World Health Organization made the assessment that a novel strain of coronavirus, later to be renamed COVID-19, could be characterized as a pandemic. Government-imposed restrictions and mandated closures of nonessential businesses in response to the COVID-19 pandemic caused significant disruptions to the Corporation's ability to generate revenue in fiscal 2021 and 2022. Over the course of fiscal 2023, however, the exhibition, amusement and leisure industries gradually resumed their pre-pandemic operations as emergency measures to mitigate the spread of the virus, such as capacity restrictions, lockdowns and social distancing, were phased out by the competent authorities around the world.

In July, 2020, the Corporation entered into a definitive agreement with the National Bank of Canada (the "**NBC**") related to the availability of a line of credit amounting to $4 million for ongoing operations and the working capital of the Corporation (the "**NBC Line of Credit**"). The NBC Line of Credit is renewable annually and bears interest at prime rate plus 2.50 %, and is secured by first-ranking hypothec and security interests on all assets of the Corporation and its U.S. subsidiary.

Concurrently, the Corporation also entered into a definitive agreement with the Business Development Bank of Canada ("**BDC**") related to the availability of a working capital commercial loan of $2 million. The Corporation executed an amendment agreement with the BDC in July, 2023, that provided for the repayment in monthly capital installments of $20 thousand, maturing in June, 2028.The loan is secured by second-ranking hypothec and security interests on all assets of the Corporation and its U.S. subsidiary.

On March 4, 2021, the Corporation closed a marketed public offering pursuant to which it issued 44,275,000 units at a price of $0.13 per unit for aggregate gross proceeds of $5,755,750, including the full exercise of the over-allotment option to purchase an additional 5,775,000 units at the offering price. Each unit was comprised of one Class A common share of D-BOX and one Class A common share purchase warrant (a "**Warrant**"). Each Warrant entitled the holder thereof to purchase one Class A common share of D-BOX at an exercise price of $0.16 at any time until March 4, 2023.

On April 26, 2021, the Corporation announced the appointment of Jean-Pierre Trahan as a member of the Board of Directors of the Corporation and its audit committee.

In July 2021, the Corporation announced that it had suffered a ransomware cyberattack on its information technology systems. The malware used to perform the attack encrypted electronic data stored on the Corporation's network. The Corporation announced in August 2021 the deferral of the filing of financial reports for the first quarter ended June 30, 2021 (the "**Financial Reports**") and the issuance of a management cease trade order (the "**MCTO**") under National Policy 12-203 Respecting Management Cease Trade Orders. Pursuant to the MCTO, the CEO, the CFO and all the directors of the Corporation could not trade in securities of the Corporation until such time as the Corporation filed the Financial Reports and the *Autorité des marchés financiers* revoked the MCTO, which occurred on September 8, 2021.

In September, 2021, the Corporation entered into a loan agreement with the NBC in connection with the Highly Affected Sectors Credit Availability Program ("**HASCAP**") offered by the BDC. The loan was a $1,000,000 non-revolving credit facility based on a 10-year straight line amortization period with an interest rate of 4% and a maturity date of September 7, 2024 (the "**HASCAP Loan**"). Repayment terms for the HASCAP Loan are interest only for the first year, and principal plus interest for the remaining years. The HASCAP Loan is secured by first-ranking hypothec and security interests on all assets of the Corporation and its U.S. subsidiary and is guaranteed by the BDC.

In December 2021, Ève Laurier resigned from the Board of Directors of the Corporation and Zrinka Dekic joined the Board of Directors.

In January 2022, the Corporation announced the appointment of Karen Mendoza as Vice President of Sales, Commercial Entertainment of the Corporation. She was later appointed as Vice President of Sales in October 2022.

In October 2022, the Corporation announced the appointment of Sébastien Boire Lavigne as Vice President, Technology and in May, 2023, as Chief Technology Officer of the Corporation.

In October 2023, the Corporation signed an amended agreement with the NBC for the purposes, among others, of increasing the total amount of the NBC Line of Credit from $4,000,000 to $5,500,000 and to change the maturity date of the HASCAP Loan from September 7, 2024 to September 30, 2025.

In August 2023, the Corporation announced the creation of a Strategic Review Committee, comprised solely of independent directors, to evaluate strategic alternatives potentially available to D-BOX as well as their respective implications, and to proceed with a formal strategic review process with a view to enhance shareholder and stakeholder value in the long term. In February 2024, the Corporation announced the conclusion of its formal review process.

In January 2024, the Corporation announced the departure, on March 31, 2024, of its Chief Financial Officer, David Montpetit. In April 2024, Corporation announced the appointment of its new Chief Financial Officer, Joshua Chandler. Mr. Chandler's recent experience was acquired at Cook It, Aimia, Gildan and Fairstone Bank of Canada.

DESCRIPTION OF THE BUSINESS

GENERAL

The Corporation's headquarters are located at 2172 de la Province Street, Longueuil, Québec, J4G 1R7. On March 31, 2024, D-BOX had 100 employees compared with 97 on March 31, 2023.

A pioneer in its field, the Corporation has been developing and fine-tuning advanced haptic systems for two decades. With its considerable technological capabilities and innovations, D-BOX believes it stands as a global reference in the creation and design of immersive haptic systems for various markets.

D-BOX designs, manufactures and commercializes haptic systems consisting of software (computer-programmed haptic code), and hardware (electromechanical actuators and a controller). These systems are intended for each of the (A) commercial segment (comprised of (i) the commercial entertainment market, which includes commercial theatres, theme parks, arcades, museums, planetariums and location-based entertainment centres, (ii) the simulation and training market, and (iii) the sim racing market, and the (B) home entertainment segment (comprised of gaming chairs and home entertainment haptic systems for movies, TV series, music, relaxation and virtual reality immersive experiences as well as sim racing equipment).

The Corporation has taken the strategic decision to prioritize the development of the commercial segment, and in particular the theatrical, simulation and training, and sim racing markets, because of its growth potential but also for the market readiness of D-BOX products. The D-BOX haptic products deliver high-accuracy, durability and scalability for any type of application, and that is precisely what commercial clients are seeking for their business. In the meantime, the Corporation has significantly reduced its presence in the home entertainment and gaming hardware segment and reallocated the resources from that segment.

With its unique and patented technology, D-BOX produces haptic effects specifically programmed for each content that are sent to a haptic system integrated either within a platform, a seat or various other types of equipment. The computer-programmed software haptic effects (the "**D-BOX Haptic Code**") are coded by a team of professional haptic designers located at the Corporation's Montreal headquarters, and at Los Angeles Distribution & Broadcasting (LADB) offices in Los Angeles, California. The D-BOX Haptic Code is precisely synchronized with the linear content (such as movies, TV series and recorded music), or it is integrated within the game, application or software when the content is interactive.

According to the market study "*Haptics – Global Market Trajectory & Analytics*" by Research and Markets[1], it is anticipated that the global haptic market will be approximately US$ 28.1 billion by 2026, with a global compound annual growth rate of 12.7%.

Commercial Segment

The commercial segment is comprised of (i) the commercial entertainment market (which are projects related to commercial theatres, theme parks, arcades, museums, planetariums and location-based entertainment centres), (ii) the simulation and training market, and (iii) the sim racing market. D-BOX sells its products to original equipment manufacturers ("**OEMs**"), integrators and value-added resellers who integrate the D-BOX products into their own products.

Commercial Entertainment	Sim Racing	Simulation and Training
• Commercial Theatres • Theme Parks • Location-based entertainment • Arcades • Museums • Planetariums • Virtual reality	• Entertainment Centres • Racing Events	• Flight • Heavy Equipment • Automotive • Defense • Wellness • Virtual Reality

According to the market study *"Operator Training Simulator Market"*[2] by Global Market Insights, Inc., the value projection of the simulation and training simulator market will be approximately US$20 billion by 2027.

The Corporation's business strategy to increase sales in the commercial entertainment and simulation and training markets are as follows: (i) increase the number of partnerships, including OEMs, integrators and value-added resellers; (ii) increase the revenue per partner; (iii) find new sectors for its haptic technology; and (iv) develop new products.

Commercial Entertainment

D-BOX offers its products and services to the theatrical market directly and through distributors.

The Corporation has established privileged relationships and developed strong credibility with major film studios in the United States, Europe, China, India, and elsewhere that has allowed the Corporation to provide the D-BOX Haptic Code to commercial theatres for a wide array of content. D-BOX believes that successful films that are coded by D-BOX have a direct impact on the number of D-BOX tickets sold and the box office revenue per D-BOX equipped theatres.

From 2009 until around 2016, the Corporation mainly offered a fully integrated theatrical seat that incorporated a haptic base into a conventional theatre seat. Those theatrical seats were assembled by D-BOX. Since 2016, the Corporation has concentrated its efforts on adapting the haptic base to various brands of recliners in order to cater to a growing demand by exhibitors to convert conventional auditoriums into VIP recliner-equipped auditoriums.

[1] https://www.globenewswire.com/news-release/2022/02/07/2379811/28124/en/Global-Haptics-Market-Worth-28-1-Billion-by-2026-Insights-Into-the-Key-Market-Trends-Drivers-and-Challenges.html

[2] https://www.gminsights.com/industry-analysis/operator-training-simulator-market

Exhibitors are now able to order recliners from their preferred manufacturers and have the D-BOX haptic systems integrated into those recliners either at the manufacturers' premises or at the auditorium where the D-BOX experience will be offered.

The configuration of the D-BOX seats in an auditorium is fully scalable: they can be installed in a few select rows of an auditorium, to create a VIP section within an auditorium, or the auditorium can be fully equipped with D-BOX seats. Moreover, exhibitors may choose to equip multiple auditoriums within the same complex. It should be noted that each D-BOX seat has a number and is reserved for the patron that purchases a D-BOX ticket.

Based on D-BOX's internal data, 4.6 million movie tickets were sold to moviegoers that experienced D-BOX haptic systems in commercial theatres during calendar year 2019, which was before the COVID-19 pandemic hit the theatrical market. A total of approximately 4.75M D-BOX tickets were sold during calendar year 2022, and 5.24M D-BOX tickets were sold during calendar year 2023. There were 214,177 cinema screens worldwide in 2023 according to OMDIA.

Today, the Corporation prides itself on having established long-lasting business relationships with several major commercial theatre chains around the world such as Cineplex Entertainment (Canada), Cinemark (USA and Latin America), Hoyts Cinemas (Australia and New Zealand), Cinesa, a subsidiary of Odeon Cinemas Group (Spain), Kinopolis (Germany), Golden Screen Cinemas (Malaysia), Golden Harvest (Hong-Kong) and Ambassador Theatres (Taiwan).

In April 2024, the Corporation announced that Cinemark had agreed to expand its D-BOX footprint by installing D-BOX haptic recliner seats in 50 additional Cinemark auditoriums by the end of 2024. In September 2022, the Corporation had announced the installation of D-BOX haptic recliner seats in 36 additional Cinemark auditoriums.

In addition to the foregoing, D-BOX has a strong presence in the themed entertainment segment through long-standing partners such as Triotech Amusement Inc. ("**Triotech**") and LAI Games.

Triotech, a world leader that creates and commercializes attractions that offer immersive and multisensory experiences to theme parks and recreation centres, launched the Storm VR Ride using D-BOX actuators. It is one of the first interactive coin-operated two-player game. In 2022, LAI Games updated its top-selling virtual reality ("**VR**") game for the Family Entertainment Centre segment by launching the Virtual Rabbids: The Big Ride Ultra HD. Moreover, D-BOX helps developers design thrilling unattended games, which is the current trend in this market. However, D-BOX expects less growth from that market in the next year because the demand from certain attraction and experience operators is gradually shifting towards lower cost and less precise actuators, which are adequate for their business.

For the themed entertainment market, a recent market study from Polaris Market Research forecasts that the global location-based entertainment market should be worth $21.42 billion by 2028[3].

It is worth noting that a scientific study conducted in 2019 in collaboration with HEC Montreal's Tech3Lab concluded that D-BOX haptic systems help reduce motion sickness commonly associated with VR, and it increases the sense of presence, memorization and recall.

The Corporation believes that the commercial entertainment market drives a significant increase in brand awareness and is an excellent venue to showcase its technology to the largest number of people possible. Customers who experience the D-BOX haptic effects in a commercial entertainment venue may want to purchase a home entertainment system to experience the D-BOX haptic effects in the comfort of their homes.

Simulation and Training

Almost all of the Corporation's products that are intended for the simulation and training market are sold as standalone products to OEMs and integrators who then incorporate the D-BOX products into their own products

[3] https://www.polarismarketresearch.com/press-releases/location-based-entertainment-market

which are then marketed and distributed under their respective brands. D-BOX continues to focus its efforts on developing partnership programs with OEMs.

Over the last 20 years, the Corporation has developed many business partnerships with OEMs and integrators such as Precision Flight Control, CM Labs Simulations, Simformotion, True Course Simulations, Tenstar and Ryan Aerospace Australia, who purchase haptic systems to integrate them into their own products, thus expanding D-BOX's reach into several sub-markets, such as flight simulation, heavy equipment/cranes, driving/racing and others. In addition, the Corporation has developed haptic systems adapted to the needs of other potential sub-markets, such as longer stroke actuators and modular haptic systems with additional degrees of freedom, which allow D-BOX to target a wider array of customers.

Sim Racing

With its haptic systems that are capable of reproducing textures, velocity, engine vibrations and vehicle dynamics motion, D BOX has drawn the attention of several racing simulation partners such as Advanced Simracing, Vesaro, VRX, Playseat, Trak Racer, RS Simulation, The Events House, and ImSim who have all chosen to integrate the D-BOX haptic systems into their simulators.

As a testament to D-BOX's credibility and reputation in the sim racing market, D-BOX benefits from the exclusive endorsement and recommendation of D-BOX haptic products by the *Fédération Internationale de l'Automobile* ("**FIA**"), the governing body of motor sport and mobility.

In September 2021, the Corporation announced an agreement with Adrenalin GmbH to become the exclusive haptic supplier for all of its simulators, including the DRSeven® Sim Racing Simulators created for Nürburgring eSports, the first 6 degrees of freedom unit dedicated to eSports.

In November 2022, NASCAR announced that D-BOX was going to be an official sponsor of the 2022 eNASCAR International iRacing Series. During this competition, drivers compete via iRacing.com, the official simulation partner of NASCAR, which provides one of the top online racing simulation portals and features officially sanctioned, laser-scanned replicas of different racetracks around the world.

Also in November 2022, Kindred Concepts opened a new entertainment centre called F1 Arcade in London, England. The F1 Arcade provides an immersive, state-of-the-art Formula 1® racing simulation experience, gamified for a mass audience in a unique global licence agreement with Formula 1. Through collaboration with Vesaro, this venue includes 60 D-BOX-equipped racing simulators meeting F1 highest standards. Importantly, there are plans for as many as 30 F1 Arcade venues worldwide over the next five years.

In January 2023, D-BOX obtained Mercedes-Benz and Mercedes-AMG licensing rights to develop and commercialize a multipurpose motion platform targeting consumers and car dealerships. D-BOX also partnered with RSEAT, a leading European manufacturer of premium sim racing equipment, to produce a high-fidelity, multipurpose haptic platform compatible with all RSEAT sim racing rigs (and most chassis from other sim racing equipment manufacturers).

Home Entertainment Segment

The Corporation has developed business relationships with home entertainment seating partners, such as Jaymar, for over 20 years. These partners purchase D-BOX haptic products and integrate them into their own seating products that are used by consumers in high-end home theatres.

In the home entertainment segment, the D-BOX actuators, processors and the D-BOX Haptic Code can be used in a wide variety of applications that are well-suited for a haptic experience. The Corporation has been producing haptic effects for movies, television series, computer games, music, VR content, as well as wellness and relaxation content.

For various reasons, the Corporation has reduced significantly its presence in the home entertainment and gaming hardware segment and has reallocated the resources from that segment.

Products

The Corporation's products are all designed at the Corporation's head office in Montreal, Québec, Canada. The D-BOX actuators, one of the key components of the D-BOX haptic systems, are assembled by D-BOX. The vast majority of finished products, such as D-BOX-enabled recliners for commercial or home theatres, sim racing simulators, simulation and training equipment (including heavy machinery, flight, and military simulators), gaming chairs, and platforms are assembled by clients, partners and integrators. Depending on the client's needs, some finished products are branded by D-BOX, such as commercial theatre chairs, and some are branded by the clients, partners and integrators.

The D-BOX haptic technology, when combined with images and sound, creates and reinforces a realistic and immersive experience. Three components produce haptic effects synchronized with images and sound:

A. Software haptic effects, also known as the D-BOX Haptic Code, are programmed as a track, frame by frame, in the case of linear content, or programmed as a library for interactive content based on the content's specific telemetry.

B. A haptic processor (or haptic controller) serving as an interface between the content (films, video games, music, wellness, simulation and training, VR experiences) and the D-BOX actuator. This device can recognize the content being used or played, regardless of the source, and associate it with the appropriate D-BOX Haptic Code. It then enables the D-BOX actuators to be synchronized with the content. The most recent generation of haptic controllers (the G5) can be connected to up to four actuators using RJ45 connections, and the configuration of the systems can be changed from 110V to 230V using a simple switch.

C. The D-BOX proprietary electromechanical actuator receives D-BOX Haptic Code from the haptic processor and produces vibrations and/or motion that is transmitted to the D-BOX-enabled seat, platform, or other type of equipment in order to simulate the linear or dynamic content viewed by the end-user.

On the strength of over 20 years of research and development resulting in vast worldwide expertise, D-BOX believes it has developed a long-standing considerable edge over its competitors by offering to its customers reliable, high-quality and high-fidelity products that are easy to install. D-BOX is accelerating its haptic footprint by developing new products, such as a universal platform that can be used with existing recliners, side-by-side sofas, and office chairs, as well as products to be integrated with third-party haptic devices to create a full-body haptic experience.

Over the last five years, D-BOX has invested approximately $17 million in gross research and development expenditures to advance its haptic technologies and to internally develop over 60 applications. In addition, the research and development activities of D-BOX have allowed it to significantly reduce the cost and size of the different components and hardware of its haptic system, and to improve content production tools, increase automation and accelerate and maximize the integration of artificial intelligence in the production tools for the purpose of producing more D-BOX Haptic Code in less time and at a lower cost.

The D-BOX hardware products are directly distributed by D-BOX to its customers. They are also increasingly sold to distributors around the world. By creating such partnerships with local distributors, D-BOX is able to reduce commercialization expenses and benefits from a distributor who knows and understands its local market, and speaks the language of its customers. Many such distributors also provide technical assistance.

D-BOX Haptic Code Library

D-BOX has established privileged relationships and developed strong credibility with major studios, such as Lionsgate, Pixar Animation Studios, Paramount Pictures, Sony Pictures Entertainment, Universal Pictures, Walt Disney Studios and Warner Bros Pictures, in the United States, Europe, China, India, and elsewhere in order to provide a wide array of content to their respective commercial theatres. D-BOX also maintains business ties with several video game studios in the world, such as Ubisoft for the video game franchise “Assassin's Creed”, EA for “F1” and Microsoft for “Flight Simulator”, which provide content to be coded as required. While doing so, D-BOX provides these studios with Software Development Kits (SDK), allowing the studios to encode their games directly in the gaming engines of their choice such as UnReal and Unity.

D-BOX software products, including the D-BOX Haptic Code, are either embedded in movies, video games, VR content or other content distributed by a third party, or they are electronically distributed by D-BOX to its customers, depending on the sub-market and the customers' needs.

Over the last twenty years, D-BOX has coded a large inventory of content. At present, D-BOX has coded over 2,600 movies, television series, VR experiences, games and songs with its D-BOX Haptic Code. Movies and television series coded with the D-BOX Haptic Code are available on streaming platforms such as Disney+, Apple TV, NETFLIX, Prime Video and YouTube. The content already coded with D-BOX Haptic Code is compatible with these streaming platforms and is available through its haptic code library. All the D-BOX Haptic Code in the D-BOX Haptic Code library is produced in accordance with the D-BOX haptic signature, which is a catalogue of the D-BOX best practices, know-how and parameters that ensure a constant and standardized production of haptic effects.

D-BOX has successfully coded numerous motion pictures in commercial theatres incorporating its technology, which are available in the D-BOX content library, including key franchise movies such as "Dune Part 1 and Part 2" (Warner Bros.), "Avatar: The Way of Water" (20th Century Studios), "Fast and Furious" (Universal Pictures), "Harry Potter" (Warner Bros.), "Mission Impossible" (Paramount Pictures), "Lord of the Rings" (New Line Cinema), Marvel Movies such as "Spiderman" and "Avengers", "Star Wars" (Walt Disney Studios) and "Batman" (Warner Bros.). D-BOX has also coded the NETFLIX series "Stranger Things" and the "Witcher", the Prime Video series "Jack Ryan" and Disney+'s "The Mandalorian".

Artificial Intelligence ("AI")

D-BOX has developed a strong expertise in producing haptic code that is precisely synchronized with content. D-BOX uses its proprietary deep learning AI tool to increase D-BOX Haptic Code production and has the ability to program a large variety of content, whether linear, interactive or dynamic.

D-BOX has a partnership agreement with Mila, an AI research institute in Montreal, for the development of a machine learning model with the objective of creating D-BOX Haptic Code for linear content to significantly cut down the time spent on haptic coding. The models are integrated into the D-BOX Haptic Code generation software as they are made available by Mila. To support the machine learning process, the Corporation is working with a third-party provider that offers an AI training platform, to annotate its content. Data annotation is the process of labeling the contents so that the AI can know how to interpret the data.

Marketing Activities

In order to promote its products and technology, the Corporation primarily conducts, or will start conducting, the following marketing activities:

1. Use of social media platforms, the Corporation's website and other industry partners' websites to promote the D-BOX experience;
2. Deployment of a written and video content strategy, through blogs, articles, webinars and podcasts, to better connect with the end-users of the D-BOX haptic experience and generate new corporate leads;
3. Participation at major trade shows and conferences worldwide;
4. Organization of promotional events and activations at commercial entertainment venues as well as sports, technology and entertainment events;
5. Implementation of customer success programs to set clear objectives and develop a customer-centric mindset;
6. Production of market research to gather information on customers' appreciation of the D-BOX experience;
7. Promotion of the Corporation through banners, lighted posters, demonstration units and advertising clips screened in commercial entertainment venues;
8. Creation of various marketing materials to promote the D-BOX products or the Corporation's clients' products that integrate the D-BOX products.

Competitive Conditions

In the commercial and home entertainment segments, the Corporation competes with companies that have developed transducers that produce vibrations and haptic feedback in seating products. It also competes, to a lesser extent, with companies that have developed low-cost haptic vests, gloves and body suits even though the Corporation believes that such products are not comparable to actuators or a universal haptic platform that are integrated into seating products, and fall into a different category of products. The Corporation also believes that it could develop business relationships with those companies to supply them with haptic products that could be used in such haptic vests, gloves and body suits.

In the theatrical market, the Corporation mainly competes with companies that have developed motion seats that sometimes incorporate other sensory effects such as wind, scents and simulated weather effects. There are also several manufacturers of electro-mechanical actuators around the world that compete with the Corporation, particularly in the simulation and training market.

While the Corporation is constantly striving to develop new and innovative products for the purpose of addressing new markets and trends, it relies heavily on the know-how and expertise it has acquired over the last twenty years. The Corporation is a pioneer that has paved the way for developing immersive products that simulate experiences such as movies, racing and professional training. It prides itself on having created a D-BOX haptic signature that ensures a constant and standardized production of haptic effects regardless of the content.

The Corporation believes that the ultimate differentiator with competitors lies in the quality and realism of the experience. Other companies will emerge and offer new products but very few will possess the specialized skill and knowledge that the Corporation has developed over the years.

Intellectual Property

D-BOX's technology is protected by one hundred and fifty-five (155) patent applications filed worldwide, including one hundred and twenty-three (123) patent applications that were approved by competent authorities, and thirty-two (32) that are pending. The Corporation files its applications for registration strategically, depending on the jurisdiction of filing, marketing and the patent's dominance.

The patented aspects of D-BOX's technology fall into three distinct families of innovations:

a. **Electro-mechanical actuators**: optimization of joints; coupling; linear actuators; swivel; ball screws;

b. **Hardware**: platform attached to a piece of furniture, hubs and chain links between haptic systems; haptic code controller / decoder; LCD screen on theatrical seating products;

c. **Software / methods**: synchronization of haptic code; use of existing sound signal encoding format to provide haptic signal; distribution of the haptic code to a number of haptic platforms simultaneously; method of selling premium tickets for haptic experience in commercial theatres; method of optimizing the rendering of the haptic experience (theatrical, simulation, training, gaming).

The trademarks D-BOX, HAPTICODE, HAPTISYNC, FEEL IT ALL, MOVE THE WORLD, LIVE THE ACTION, and D-BOX MOTION CODE, whether in text or graphical form, are owned by the Corporation and in most cases are registered or in the process of being registered in Canada and in the countries or territories in which these trademarks are used.

All aspects of the D-BOX haptic effects are protected by copyright.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG") CONSIDERATIONS

The Corporation is committed to conducting its business in an ethical, legal and socially responsible manner, with an ever more responsible approach by promoting, accelerating, and facilitating the integration of sustainable development principles into its business model.

ESG matters are interwoven with each other and must be addressed by all responsible corporate citizens. The Corporation recognizes that ESG has gained a greater importance among investors, policymakers, and other key stakeholders because it is seen as a way to safeguard businesses from future risks. The three pillars of ESG for D-BOX are as follows:

> *<u>'E' or Environmental</u>* pertains to the Corporation's energy use, waste, pollution, and natural resource conservation;
>
> *<u>'S' or Social</u>* looks at how the Corporation interacts with communities where it operates, and the Corporation's internal policies related to labour, diversity and inclusion policies, among others;
>
> *<u>'G' or Governance</u>* relates to internal practices and policies that lead to effective decision making and legal compliance. ESG facilitates the Corporation's top-line growth in the long run, attracts talent, reduces costs, and forge a sense of trust amongst consumers.

D-BOX has taken a proactive approach by adopting policies and behaviours pertaining to environment and sustainability, social aspects, and governance.

To create a more socially and environmentally sustainable supply chain, D-BOX has become a member of Sedex, which is a platform that helps manage, assess, and report on sustainability performance and, ultimately, meet all the supply chain goals of D-BOX.

Environment and Sustainability

The Corporation created a committee on sustainability in April 2021, and the members of such committee have met on a regular basis to identify appropriate levers and actions that will contribute towards achieving the ultimate goal of becoming a socially responsible corporate citizen.

In May 2021, the Corporation hired consulting firm COESIO to (i) analyze D-BOX's global sustainability performance, (ii) prioritize actions and levers to put in place through a strategic plan, (iii) assist D-BOX in the implementation of those actions and levers, and (iv) communicate the Corporation's progress to all stakeholders, including without limitation the Corporation's shareholders, employees, customers, suppliers, creditors, communities, and governments.

With the assistance of COESIO, the Corporation has adopted *Guidelines for the Implementation of Principles for Management of Enterprises and Other Organizations*, also known as the BNQ 21000 standard.

The Corporation has adopted an ambitious strategy to:

- Promote the preservation of resources by reflecting on product eco-design and circular economy opportunities;
- Become eco-efficient and reduce the environmental impact of day-to-day operations;
- Address climate change through a reduction of greenhouse gas emissions.

The Corporation already takes steps to (i) recycle cardboard, paper, plastic and metal, (ii) reduce the use of paper in general, (iii) impose certain restrictions on the use of hazardous substances in its operations, (iv) adopt a hybrid work model for employees which reduces gas emissions generated by employees commuting to the office, (v) recycle used products by recuperating defective parts from its clients and returning them to the market for a second life, and (vi) better select and reduce packaging materials. It is in the process of implementing additional measures to reduce waste, to favour eco-friendly logistics throughout the supply chain, and to analyze and optimize the life expectancy of the products.

Social Aspects

At D-BOX, we believe that the financial success of the business stems from the wellbeing, diversity and inclusion of its employees and directors, and accordingly, it has adopted internal practices and policies to this end.

Wellbeing

The Corporation strongly believes in the importance of providing a workplace that addresses the health and wellbeing of its employees.

D-BOX recognizes that addressing health and wellbeing can lead to healthier and happier employees, and that safeguarding employee health and wellbeing is an important part of D-BOX's organizational culture and identity.

The goals that the Corporation strives to achieve are as follows:

- Improve morale and job satisfaction;
- Engage a workforce that is committed to their organization;
- Reduce absenteeism and increase productivity;
- Reduce injury and accelerate return to work; and
- Enhance recruitment and retention of employees.

The most effective health and wellbeing initiatives share common characteristics: active engagement of management and employees, commitment to tailored, equitable and appropriately resourced actions, and a long-term focus on achieving employee health and wellbeing.

The following initiatives have been established to contribute to the health and wellbeing of the Corporation's employees:

- Encourage employees to participate in regular physical activity and reduce sedentary practices through promotion, education and access to physical activity and movement opportunities;
- Support a work-life balance by providing advantageous leave time opportunities (including sufficient vacation days that must be used during the year, sick and personal days, maternity and paternity leave, and family care), and by providing flexible work conditions (hybrid office / home work model, online platforms that favour collaborative work and meetings, focus on work objectives instead of work schedules);
- Encourage employee camaraderie by organizing various social events through a social committee that meets regularly to identify new ways to create a social, collaborative and engaged workplace;
- Offer a virtual healthcare platform where employees can consult a health professional from the comfort of their home or office;
- Improve the quality of the office environment by having plants in common areas, providing ergonomic workstations and height-adjustable desks, and offering open areas that are designed for people to gather informally or even professionally;
- Identify safety and health risks, prevent workplace accidents, review accident reports, and generally find ways to improve the health of employees through the health and safety committee;

- Encourage professional development by, among other things, subsidizing professional training courses and reimbursing membership dues for professional associations and organizations;
- Join forces with the Make-A-Wish Foundation to help bring joy, love and laughter into the lives of children through haptic technology; in fiscal 2024, a universal haptic platform was installed under the wheelchair of a young man diagnosed with autism, muscular dystrophy and epilepsy, and a racing simulator was delivered to a young fan of motorsport who has spent a lot of time as a kid at a Montreal hospital.

Diversity

While the Corporation seeks to recruit or appoint those individuals who are most qualified for the particular position, regardless of personal characteristics, the Corporation recognizes the value of diversity, including gender diversity, which offers a depth of perspectives and enhances the Corporation's operations. Management provides the leadership framework and direction, and it is the responsibility of everyone within D-BOX to sustain a culture that promotes and supports principles of diversity and inclusivity.

D-BOX is an equal opportunity employer. All decisions regarding recruitment, hiring, promotion, compensation, retention, employee development decisions such as training, and all other terms and conditions of employment, will be made without regard to race, national or ethnic origin, colour, religion, age, sex, sexual orientation, matrimonial status, civil status, or physical or mental handicap.

Diversity includes, but is not limited to, business experience, age, gender, disabilities, members of visible minorities, indigenous people and sexual orientation.

D-BOX has started collecting diversity data from its employees, who agree to provide such information, for the purposes of adapting its workplace to its employees and determining if additional measures need to be undertaken to increase diversity at D-BOX.

When assessing the composition of the Board of Directors of the Corporation, the principal focus is on ensuring that the Board has the diverse experiences, skills and backgrounds needed to oversee collectively the business of the Corporation. D-BOX also takes a balanced approach when considering the extent to which personal characteristics are taken into account. The Board seeks to maintain diversity in the membership of its committees and in Board of Directors leadership roles, and will consider diversity when assigning chair roles for the Board of Directors and its committees.

The Board will actively search for diverse board members who will bring skill sets to augment and add to the existing Board. Moreover, D-BOX is committed to maintaining a 30% minimum representation of women among directors on the Board.

Modern Slavery

D-BOX has always been proactive against forced and child labour. It requires its suppliers to comply with its code of ethics that contains provisions on forced and child labour, and it ensures that its employees' health and wellbeing are safeguarded. The Corporation also encourages the Corporation's employees to report acts of wrongdoing without fear of retribution.

New disclosure legislation came into force in Canada on January 1, 2024, namely the *Fighting Against Forced Labour and Child Labour in Supply Chains Act* (also known as the Modern Slavery Act). This legislation applies to D-BOX since it is an entity that is listed on a Canadian stock exchange and that produces, sells or distributes goods in Canada or elsewhere.

Starting in 2024, D-BOX is required to report annually on the steps it has taken to prevent and reduce risks of forced labour and child labour in Canada and elsewhere throughout its supply chain.

The Corporation is, and will remain, fully compliant with such new legislation.

Governance

The Corporation believes that everyone plays a crucial role and has responsibilities, from the employees to the suppliers. Honesty, integrity and professionalism should be at the forefront of all of the business decisions and operations.

Board of Directors

The Corporation's Board of Directors is currently composed of seven (7) directors, amongst which six (6) are independent directors within the meaning of National Instrument 52-110 *Audit Committees*. The Board of Directors has two (2) standing committees composed entirely of independent directors:

- the Audit Committee, responsible for reviewing the Corporation's financial statements, related Management's Discussion and Analysis and internal controls over financial reporting, monitoring the internal controls, and selecting external auditors, among others responsibilities;

- the Compensation and Corporate Governance Committee (the "**CCGC**"), responsible for overseeing the Corporation's governance framework, the Board and committee composition, the evaluation of Board committees and director effectiveness, director orientation and continuing education, among other responsibilities.

The Board of Directors and its committees are governed by charters that described their purpose, structure and operations and responsibilities to ensure that all the directors understand they have a fiduciary duty to act honestly and in good faith in the best interests of the Corporation, for the benefit of all stakeholders including, without limitation, the Corporation's shareholders, employees, customers, suppliers, creditors, communities, and governments. They are expected to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board of Directors and each of its committees set aside time for in camera sessions at their meetings to have open and candid discussion without the Chief Executive Officer or other members of management. The sessions are led by the Chair of the Board at Board meetings and the Chair of each committee at committee meetings.

Ethics

In terms of ensuring ethical business conduct, the Board of Directors has adopted a Code of Ethics and Business Conduct (the "**Code of Ethics**") applicable to all the directors, senior officers and employees of the Corporation as part of its corporate practices.

The Code of Ethics covers the following topics: compliance with laws and regulations, conflicts of interest, full disclosure, insider trading, confidentiality, gifts and awards, corruption, good-faith incentives, fair dealing, protection of company assets, accuracy of the company's books and records, reporting violations and complaints procedure. In the event of a conflict of interest, very specific rules have been established and these are included in the Code of Ethics. The Corporation's Audit Committee ensures compliance with internal control and risk management standards. The CCGC is responsible for ensuring that the Board of Directors and management act in accordance with those practices and processes best able to ensure compliance with applicable laws and appropriate ethical standards; these include the adoption of company policies and procedures, and the adoption of a written Code of Ethics which sets out effective standards for deterring wrongdoing and is applicable to the Corporation's directors, senior officers and employees. These missions are explicitly included in the mandates of these two (2) committees.

Each employee receives a copy of the Code of Ethics on an annual basis, with proof of receipt. New directors receive a copy of the mandates and policies, and directors are encouraged to consult them as required.

Internal control procedures are reviewed annually by an independent consultant.

Moreover, the Corporation has adopted a whistleblower policy which enables directors, senior officers and employees to report any irregularity to the Chair of the CCGC.

The Corporation has also adopted ethical guidelines specifically for suppliers that pertain to, without limitation, fair trade practices, business integrity, bribery, corruption, insider trading, forced and child labour, discrimination, health and safety, privacy, and intellectual property.

Insider Trading

D-BOX has adopted an insider trading policy for employees, officers, directors, consultants, contractors, and agents (the "**Covered Persons**") that aims at:

- Educating the Covered Persons about their legal obligations with respect to "insider trading" and "tipping";
- Fostering and facilitating compliance with applicable laws to prevent transactions by the Covered Persons that would not be in full compliance with legal requirements; and
- Protecting the Covered Persons as well as the Corporation and its reputation in the market.

The insider trading policy generally prohibits Covered Persons from trading or recommending/encouraging others to trade securities of the Corporation while in possession of privileged information or material non-public information about the Corporation's business. It also imposes blackout restrictions on the directors and certain members of management, and it requires reporting insiders to file electronic insider reports pursuant to the System for Electronic Disclosure by Insiders (SEDI) within five (5) calendar days from the date of the transaction of securities.

RISK FACTORS

Investors should carefully analyze the following risk factors in addition to the other information contained in this annual information form. These risks and uncertainties are not the only ones that could affect the Corporation. Further risks and uncertainties that are currently unknown or that the Corporation deems immaterial could potentially have an impact on the commercial activities of the Corporation and lower the price of its shares. The materialization of any of the following risks may have an impact on the activities of the Corporation and a negative impact on its financial position and operating results. In that event, the price of the Corporation's shares may decrease.

Dependence on Suppliers

Product manufacturing at D-BOX depends largely on the availability of several components and products. Their delivery must be timely and they must correspond to the quality, quantity and cost criteria established by the Corporation. The majority of these are standard components, but some are manufactured by only a few suppliers. Disruptions in the Corporation's supply chain can impact its ability to deliver on schedule. Moreover, failure by one or more suppliers to meet performance specifications, quality standards or delivery schedules could adversely affect the Corporation's ability to meet its commitments to customers, in particular if it is unable to purchase the key components and parts from those suppliers upon agreed terms or in a cost-effective manner and if it cannot find alternative suppliers on commercially acceptable terms in a timely manner.

Furthermore, the Corporation is continually seeking out ways to reduce its manufacturing costs, which allows it to further reduce selling prices for its products, increase its business volume, thereby improving profit margins. The Corporation's ability to reduce manufacturing costs depends on successful research and development, component purchasing volumes generating economies of scale and fluctuations in material costs.

On the other hand, scarcity or shortage of raw materials and electronic components caused by various factors such as a global pandemic, natural disasters, government restrictions and inconsistent labour productivity may lead to significant increases in manufacturing costs which could adversely affect the Corporation's activities, revenues, financial position and operating results.

Political, social, and economic conditions

Active around the world, and relying on consumers' discretionary income in the entertainment market, the Corporation's activities, revenues, financial position and operating results could be adversely affected by certain political, social and economic conditions, such as an economic downturn, political uncertainty, high inflation, high interest rates, terrorism, high unemployment, labour strikes and lock-outs, a global pandemic, a military conflict, a trade war, new tariff barriers, and natural disasters occurring in countries where it is doing business or where its suppliers are located. The timing of a recovery from such a political, social and economic condition, and willingness by consumers to spend discretionary income on entertainment products, may likely delay the Corporation's ability to generate system sales and royalty revenues until such time as consumer spending recovers.

Concentration of Clients

While the Corporation is active in multiple markets around the world, it may receive significant orders from a small group of clients in the course of a fiscal year. If these clients were to reduce, postpone or discontinue current or planned purchases of the Corporation's products, such a change could adversely affect the Corporation's activities, revenues, financial position and operating results.

Performance of Content

The Corporation's success, particularly in the entertainment market, depends upon the performance of the content produced by studios and content providers in general. If D-BOX coded content offerings in any given period fail to generate sufficient interest among customers of such content, or are not presented by commercial theatres and entertainment centres in favour of other non-D-BOX content, this situation could adversely affect the Corporation's activities, revenues, financial position and operating results. Moreover, the growing popularity of streaming platforms, the gradual shrinking of the time that elapses from the date of a film's theatrical release to the date a film is available to consumers at home, and programming decisions made by exhibitors and studios that can conflict with each other or with programming decisions made by D-BOX, could adversely affect its theatrical customers' activities, revenues, financial position and operating results and, consequently, those of D-BOX.

Access to Content

Commercial deployment of the Corporation's products depends, in part, on its ability to obtain content from content producers on an ongoing basis. Movie and video game studios as well as content providers in general could limit the access to content that is coded by D-BOX for its customers. Failure by D-BOX to maintain a continuous flow of new content that is coded to produce haptic effects could adversely affect its activities, revenues, financial position and operating results.

Credit Risk

The Corporation is exposed to credit risk resulting from the possibility that counterparties could default on their financial obligations to the Corporation. Further, clients and distributors may experience difficulty in funding their day-to-day cash flow needs and paying their obligations resulting from adverse business conditions, including lower consumer spending or tightened credit, as currently experienced in light of the significant increase of interest and inflation rates. Inability to fund operations can force clients and distributors to default on their financing arrangements with the Corporation and potentially cease doing business altogether. Exposure to credit risk relates to royalty receivables, cash and cash equivalents, and payment terms on sales of equipment. In order to mitigate such risk, the Corporation evaluates the creditworthiness of its customers to limit the amount of credit offered and sets, if necessary, a provision for bad debts. The Corporation also uses insurance coverage by Export Development Canada to further mitigate its risk.

Despite such mitigation efforts, if the Corporation's counterparties default, it could have a material adverse effect on D-BOX's business, revenues, financial position and operating results.

Strategic Alliances

The rapid deployment of the Corporation's technology as well as its future growth depend in part on its ability to develop alliances with strategic partners. Failure by D-BOX to develop such strategic alliances could adversely affect its activities, revenues, financial position and operating results.

Competition

The D-BOX haptic technology rests on a combination of patents, copyrights, trademarks and other intellectual property protection laws. Other products and technologies have been, and could eventually be, introduced in the marketplace by companies that target some of the same customers as D-BOX. These competitors could have significant financial resources to develop and commercialize their products, which could adversely affect D-BOX's activities, revenues, financial position and operating results.

Technology Standardization

The Corporation has developed and has been commercializing a haptic technology for over twenty years in a market that has been largely untapped for most of that period. No haptic standard has been established and companies that compete with the Corporation are free to develop new technologies without restrictions. A company with extensive financial resources and influence could develop a haptic standard that becomes widely adopted in the haptic market. Such new standard could cause the Corporation's haptic technology to gradually become obsolete, which could adversely affect D-BOX's activities, revenues, financial position and operating results.

Future Funding Requirements

Should the future development and demand grow considerably and in an unplanned manner, the Corporation could require additional capital either from the issuance of shares and the sale of debt or equity securities. Moreover, in light of current operating, supply chain and project development delays and disruptions, the Corporation may require additional capital to fund its operations. There can be no assurance that the Corporation will be able to raise the required capital to continue growing, developing and marketing its technology. Failure by D-BOX to raise additional capital could adversely affect its activities, revenues, financial position and operating results.

Indebtedness

The level of the Corporation's indebtedness, as well as the restrictive covenants and other limitations imposed under the indebtedness, could have an adverse impact on the Corporation's business including limiting its ability to obtain additional financing, making it difficult to satisfy its obligations, limiting its ability to pursue additional opportunities and making the Corporation more vulnerable to general adverse economic and industry conditions. There can be no assurance that the Corporation will be able to generate sufficient cash flow over the required period to service its indebtedness on a timely basis or at all, particularly in light of the current operating, supply chain and project development delays and disruptions. If the Corporation is unable to service its indebtedness or if an event of default occurs under the loan agreements with the National Bank of Canada and the Business Development Bank of Canada (as described in this annual information form under "Material Contracts"), or other indebtedness, the amounts outstanding could become repayable in full if the Corporation is unable to obtain a waiver or extension. In such an event, the Corporation may not have sufficient cash resources or the ability to obtain additional funds in order to repay these amounts.

Global Health Crises

The Corporation may in the future experience unexpected negative impacts from global health crises such as the COVID-19 pandemic. Such impacts could include, with respect to its operations, its suppliers' operations and its customers' operations, forced closures, mandated social distancing, isolation and/or quarantines, impacts of declared states of emergency, public health emergency and similar declarations and could include other increased government regulations, a material reduction in demand for the Corporation's products, reduced sales, higher costs for new capital, licensing delays, increased operating expenses, delayed performance of contractual obligations, product shipping delays, and potential supply and staff shortages, all of which would be expected to negatively impact the business, financial condition and results of operations of the Corporation and its ability to satisfy its obligations. The risks to the Corporation of such public health crises also include risks to employee health and safety and a slowdown or temporary suspension of operations in the Corporation's facilities or a supplier's facilities.

Distribution Network

Growth in the Corporation's business depends in part on its ability to develop well-targeted marketing and distribution channels, increase its number of points of sale and attract new customers worldwide. Failure by D-BOX to do so could adversely affect its activities, revenues, financial position and operating results.

Exchange Rate between the Canadian Dollar and U.S. Dollar

Since most of the Corporation's sales are made in U.S. dollars and the majority of its expenses are incurred in Canadian dollars, its revenues and profitability are affected by fluctuations in the exchange rate between the Canadian dollar and the U.S. dollar. The ability for the Corporation to adjust selling prices for its products to reflect exchange rate fluctuations is limited. Accordingly, whenever necessary, the Corporation protects itself partially from exposure to fluctuations in the U.S. dollar by entering into agreements under which it sets a fixed exchange rate relative to the Canadian dollar.

Warranty, Recalls and Claims

The Corporation is exposed to costs related to warranties, product recalls, and potentially lawsuits or other claims, particularly if its products were to prove defective, which would adversely affect the Corporation's business development and reputation. Although the Corporation currently maintains product liability insurance, its obligation to pay a claim under this liability, if the Corporation is found liable, may lead to financial obligations beyond the amount of the insurance coverage or which may be excluded from such insurance coverage, and which may have a material adverse effect on D-BOX's business, revenues, financial position and operating results.

Dependence on Key Personnel and Labour Relations

D-BOX relies on its ability to attract and retain a highly qualified work force, and to maintain harmonious labour relations with its employees. Failure to recruit and retain qualified staff and key employees, or to maintain harmonious labour relations with its workforce could have a material adverse effect on D-BOX's business, its sales and the pace and success of product development.

Legal, Regulatory and Litigation

The Corporation is or may become subject to claims, disputes, legal proceedings, and regulatory compliance issues, including those related to the use and protection of customers' personal and sensitive information, arising in the ordinary course of business. The outcome of litigation cannot be predicted or guaranteed. Unfavourable rulings may have a material adverse effect on the Corporation's activities, revenues, financial position and operating results. Additional legislation and regulations may be adopted or instituted that impose additional constraints on the Corporation's operations, which may adversely impact its financial performance.

Regulatory risk may have a negative impact on business activities, earnings, capital, regulatory relationships, and the Corporation's brand or reputation, as a result of failure to comply with or failure to adapt to current and changing regulations or regulatory expectations.

Intellectual Property

The Corporation's intellectual property rights could be incomplete, invalid, skirted, challenged, or rendered unenforceable. In addition, such intellectual property rights in the process of being approved could be denied or not offer the desired protection. Lawsuits could be required to enforce the intellectual property rights of D-BOX. These disputes could be very expensive, with no guarantee of success. The loss of an intellectual property right could adversely affect D-BOX's activities, revenues, financial position and operating results.

Security and Management of Information

The integrity, reliability and security of information is critical to the Corporation's strategic operations. The Corporation collects and stores, on a regular basis, sensitive data including intellectual property, proprietary business information and data with respect to suppliers, employees, clients and other partners. The Corporation recognizes that security breaches or other disruptions could expose the Corporation to liability and harm its reputation. Despite important security measures, the Corporation's information technology and infrastructure may be vulnerable to unforeseen attacks by hackers, or breached due to employee error, malfeasance or other disruptions. In response to this risk, the Corporation has employees whose role it is to monitor information technology and processes to ensure this risk is minimized.

Reputational Risk through Social Media

Social media offers a widely accessible platform to promote the Corporation's activities but possesses inherent risks that can harm its reputation. More specifically, social media and other forums for discussion establish a multilateral mode of communication that allows users to communicate their opinions. Although the Corporation believes that it operates in a manner that is respectful to all stakeholders and that it takes care of protecting its image and reputation, the Corporation does not ultimately have direct control over how it is perceived by others and its reputation can be damaged through negative publicity expressed by other users, whether true or not. Reputation loss may harm investor confidence, increase challenges in developing and maintaining community relations and thereby have a material adverse effect on D-BOX's business, revenues, financial position and operating results.

DIVIDENDS AND DISTRIBUTIONS

The Corporation has never paid any dividends and currently intends to reinvest all its future earnings to finance the growth of its business. As a result, the Corporation does not intend to pay dividends in the foreseeable future. Any future determination to pay dividends will be at the discretion of the Board of Directors and will depend on the Corporation's financial condition, operating results and capital requirements as well as on any other factors that the Board of Directors may deem relevant.

DESCRIPTION OF CAPITAL STRUCTURE

The Corporation's authorized share capital consists of an unlimited number of Class A common shares without par value and an unlimited number of Class B preferred shares issuable in series.

The Class A common shares of the Corporation entitle holders thereof to one vote per share at meetings of the Corporation's shareholders. Subject to the prior rights of any other shares ranking senior thereto, holders of Class A common shares are entitled to receive any dividends that may be declared by the Board of Directors of the Corporation and any return of capital in the event of the Corporation's liquidation or dissolution or any other distribution of the Corporation's assets for the purpose of winding up its affairs. At March 31, 2024, a total of 220,226,573 Class A common shares were issued and outstanding.

The Class B preferred shares may be issued in one or more series carrying such rights and subject to such conditions as may be determined by the Board of Directors. There are no voting rights attached to the Class B preferred shares, except as prescribed by law. The Class B preferred shares will rank senior to the Class A common shares with respect to the payment of dividends and the return of capital in the event of the Corporation's liquidation or dissolution or any other distribution of the Corporation's assets for the purpose of winding up its affairs. No Class B preferred shares are currently issued and outstanding.

The Corporation has adopted a long-term incentive compensation program in the form of a stock option plan (the "**Stock Option Plan**") that provides that the total number of Class A common shares reserved for issuance thereunder and under all of the Corporation's other share-based compensation agreements cannot exceed 10% of the issued and outstanding Class A common shares of the Corporation at the time of a grant. The Stock Option Plan is considered to be an "evergreen" plan, since the number of Class A common shares covered by stock options which have been exercised will be available for subsequent grants under the Stock Option Plan and the number of stock options available for grants increases as the number of issued and outstanding Class A common shares of the Corporation increases. At the date hereof, the Corporation has granted a total of 8,267,500 stock options under the Stock Option Plan.

The Corporation has also adopted a Restricted Share Unit Plan (the "**RSU Plan**") in June 2016. The RSU Plan forms part of the Corporation's long-term incentive compensation arrangements available for its named executive officers, other officers and key employees, and consultants to the Corporation. Each Restricted Share Unit ("**RSU**") entitles the participant to receive, at the Corporation's discretion, one Class A common share, its cash equivalent or a combination of the foregoing. RSUs vest at the end of three years, unless determined otherwise by the Board of Directors or the Compensation and Corporate Governance Committee, provided the executive, employee or consultant is still employed or providing services on the third anniversary of the date of grant, and conditional upon all vesting conditions set by the Board of Directors, if any, being achieved.

MARKET FOR SECURITIES

TRADING PRICE AND VOLUME

The Corporation's Class A common shares are listed on the Toronto Stock Exchange under the symbol "DBO".

The following table sets forth the Class A common shares' highest and lowest sales prices and the trading volume on a monthly basis from April 1, 2023, to May 28, 2024.

Year	Month	Price Range		Volume
		High ($)	Low ($)	
2023	April	0.125	0.09	2,134,398
	May	0.115	0.09	1,919,925
	June	0.115	0.095	1,409,092
	July	0.10	0.09	1,189,886
	August	0.125	0.09	4,264,369
	September	0.11	0.10	783,878
	October	0.11	0.095	1,018,027
	November	0.10	0.08	2,414,528
	December	0.10	0.08	1,206,365
2024	January	0.09	0.08	679,982
	February	0.09	0.08	2,535,208
	March	0.09	0.08	1,225,756
	April	0.09	0.075	2,740,572
	May 1-28	0.085	0.07	911,543

PRIOR SALES

The following table sets out all stock options exercisable for Class A Shares granted by the Corporation pursuant to its Stock Option Plan during the twelve-month period prior to the date hereof:

Date	Exercise price per Class A Share	Option expiry date	Number of Class A Shares subject to Option
February 16, 2024	$0.08	February 16, 2029	1,800,000

Except for the aforementioned issue of stock options, the Corporation has not issued any other securities in the twelve-month period prior to the date hereof.

DIRECTORS AND OFFICERS

NAME, OCCUPATION AND SECURITY HOLDING

Directors

At the date hereof, the Board of Directors consists of seven (7) directors. Each director holds office until the end of the next annual meeting of shareholders or until the election or nomination of his successor, unless he or she resigns or his or her office becomes vacant by removal, death or other cause. The following table sets out the name of each of the current directors, their principal occupations and the year in which they first became directors of the Corporation.

Name and Municipality of Residence	Position	Principal Occupation	First Year as Director
Denis Chamberland (1) Sutton, Québec, Canada	Chairman of the Board of Directors	Corporate Director	2020
Louis Bernier (2) Ville Mont-Royal, Québec, Canada	Director	Consultant Fasken Martineau DuMoulin LLP	2014
Brigitte Bourque (2) Montréal, Québec, Canada	Director	Executive Coach Groupe Pauzé	2019
Zrinka Dekic (2) Los Angeles, California, USA	Director	Corporate Director	2021
Sébastien Mailhot Boucherville, Québec, Canada	President, Chief Executive Officer and Director	President and Chief Executive Officer of the Corporation	2020
Luc Martin (1) Laval, Québec, Canada	Director	Corporate Director	2020
Jean-Pierre Trahan (1) Brossard, Québec, Canada	Director	Chief Financial Officer, Stingray Digital	2021

(1) Member of the Audit Committee.
(2) Member of the Compensation and Corporate Governance Committee.

The directors of the Corporation have held the following principal occupations during the last five years:

Denis Chamberland, FCPA, FCA, ICD.D is the holder of a degree in business administration from HEC Montréal and fellow of the Ordre des comptables professionnels agréés du Québec. He has also earned a certificate from the Quebec chapter of the Institute of Corporate Directors, qualifying him for the ICD.D designation. He serves primarily as a corporate director and business coach. Since 2006, he has served as an advisor to the president and founder of Rodeo FX Inc., an international visual effects company, involved in projects in the film, television and advertising industry, with studios in Montreal, Toronto, Quebec City, Paris and Los Angeles. Mr. Chamberland has served as a member of the Board of Société des alcools du Québec (SAQ) since 2018 and is the Chair of the Business Practices Committee. Previously, from 2012 to 2017, he served as the Chief executive officer and Strategic advisor of Ricardo Media Inc., publisher of the single most influential digital platform dedicated to food in Canada, with its own branding of cookware, tableware and kitchen accessories, operating boutiques and cafes, and producing cooking shows. He was co-managing partner at Richter/RSM Richter Chamberland where he put his brand development skills to good use from 2009 to 2012. Gifted with a strong entrepreneurial bent, Mr. Chamberland also founded an accounting firm, Chamberland Hodge, focused on providing support services to entrepreneurs, where he was co-CEO from 1985 to 2009. Mr. Chamberland is currently a member of the board of governors of HEC Montréal.

Louis P. Bernier was a partner at, and is now a consultant for, Fasken Martineau. He specializes in labour and employment law, providing legal counsel on all employment-related matters and he has also accumulated a vast wealth of experience in all aspects of work organization and operations management, particularly in the course of restructurings and subcontracting, sale and merger transactions. He also specializes in administrative and constitutional law, especially as these relate to extraordinary remedies and issues arising from the charters of rights and liberties. He frequently advises company directors and officers on strategic matters including ethics issues, compensation matters and corporate governance. Mr. Bernier is often called upon to plead before various organizations and courts of both provincial and federal jurisdiction. He also deals with cases involving personal information protection. He is recognized by The Best Lawyers in Canada as an expert in labour and employment law. He is also recognized by Lexpert in employment law (repeatedly recommended) and labour law (consistently recommended).

Brigitte Bourque has been an executive coach since 2002 and co-founded Pauzé Coaching in 2010. She coaches executives and professionals to help them hone their skills and maximize their potential. Her career spans both the public and private sectors. After starting her career as a marketing consultant for Touche Ross, she served as Chief of Staff for the Quebec Environment Minister and Special Advisor for the Quebec Premier's office. She was also Assistant Deputy Minister at the Communications Department from 1989 to 1994. Between 1996 and 2000, she was Vice-President, Corporate Human Resources and Employee Communications at Teleglobe, an international telecommunications carrier. She has served on the boards of Télé-Québec, and the Quebec Breast Cancer Foundation. She is involved as an expert with Evol, an organization financing and helping women entrepreneurs. She holds a MBA from Laval University, a diploma in Human Resources Management from the Richard Ivey School of Management and is a professional certified coach (PCC) from the International Coach Federation.

Zrinka Dekic brings nearly 20 years of entertainment industry and financial markets experience including corporate strategy, investment banking, investment management and corporate finance. Throughout her career she held several prominent positions, including posts in Corporate Strategy, Strategic Planning and Business Development at The Walt Disney Company, Vice President in Investment Management at Goldman Sachs in New York and Vice President of Houlihan Lokey's Investment Banking Technology, Media & Telecom (TMT) Group. Most recently she served as Chief Financial Officer at Genius Brands International. Ms. Dekic holds a B.A. from Amherst College and an MBA in Finance from The Wharton School.

Sébastien Mailhot served as Chief Executive Officer of Carreaux Céragrès, a privately-held manufacturer and distributor of ceramic, stone and architectural products where he worked to grow the commercial and retail presence beyond Québec. From February 2004 to January 2009, Mr. Mailhot was partner and Vice-President of Capimont Technologies, a venture capital fund dedicated to industrial technologies. Prior to that, Mr. Mailhot was Vice President of Finance and Administration for various technology companies. He was also a financial consultant at Arthur Andersen, providing M&A, financing and strategic services to growing companies. Mr. Mailhot holds both Chartered Accountant (CPA) and Chartered Business Valuator (CBV) designations.

Luc Martin has over 35 years of experience in the field of finance, accounting and business management. From 2002 to November 2014, Mr. Martin was a partner at Deloitte Canada where he held various positions, including managing partner of finance and operations for all of Deloitte in Canada. He was also responsible for external audit services offered to publicly traded and private companies. From 1979 to 2002, Mr. Martin worked at Andersen, where he was a partner from 1990 to 2002. He was a partner offering external audit services to publicly traded and private companies while holding various management positions for Andersen in Canada. Mr. Martin sits on the boards of BTB Real Estate Investment Trust since June 2016 (where he also chairs the audit committee), Richelieu Hardware Ltd. since April 2020 (where he also chairs the audit committee) and Behaviour Interactive Inc. since August 2018. Mr. Martin is a CPA and holds a bachelor's degree in business administration from École des Hautes Études Commerciales (HEC) in Montréal (1979).

Jean-Pierre Trahan has served as Stingray's Chief Financial Officer since 2011. He leads a team of seasoned accountants and analysts and is responsible for all financial and accounting activities of the company. Prior to joining Stingray, Mr. Trahan gained extensive experience over 30 years in various positions with Gestion Juste Pour Rire Inc, 20-20 Technologies Inc, Hydro Agri Canada, a division of Norsk Hydro ASA, and Raymond Chabot Grant Thornton LLP. Mr. Trahan is a CPA, CA and holds a Bachelor of Commerce degree specializing in accounting from the Université du Québec à Trois-Rivières and a Bachelor of Social Science degree specializing in economics from the University of Ottawa. In 2016, he was awarded a prestigious "Ace of Finance" by the Quebec Chapter of FEI Canada in the category of "Financial Leader of a Small or Medium-sized Business".

Executive Officers

The following table sets out the name of each executive officer, their current position with the Corporation as well as the date at which they first became officers of the Corporation:

Name and Municipality of Residence	Current Position	Executive Officer Since
Sébastien Mailhot Boucherville, Québec, Canada	President, Chief Executive Officer	July 2015
Joshua Chandler Pointe-Claire, Québec, Canada	Chief Financial Officer	April 2024
Karen Mendoza Union City, California, USA	Vice President, Sales	October 2022
Sébastien Boire Lavigne Ville Saint-Laurent, Québec, Canada	Chief Technology Officer	May 2023

Sébastien Mailhot was hired by the Corporation in 2015 as Senior Vice-President, Strategic Alliances and Corporate Development. He then became Senior Vice President, Corporate Development and Operations, and Chief Operating Officer in 2016. When the Chief Financial Officer of the Corporation, Mr. Jean-François Lacroix, left the Corporation in August 2019, Mr. Mailhot was appointed as interim Chief Financial Officer while retaining his responsibilities as Chief Operating Officer. He became President and Chief Executive Officer of the Corporation on April 1, 2020. **Joshua Chandler** was Vice President, Head of Global M&A and Treasurer at Aimia Inc. from 2017 to 2020, Vice President Finance and Head of Corporate Development at Fairstone Bank of Canada from 2021 to 2023, Chief Financial Officer at Cook It from 2023 to 2024, and he was appointed as Chief Financial Officer of the Corporation in April, 2024. **Karen Mendoza** served as Retail Operations and Technology Senior Manager at Nintendo (California) from 2008 to 2019, and has been a Board Member of GameTruck Licensing, LLC since 2019. She joined D-BOX as Vice President, Sales – Commercial Entertainment until she was appointed as Vice President, Sales in October 2022. **Sébastien Boire Lavigne** held several positions, including Chief Technology Officer, at XMedius Solutions from 2006 to 2020. He then served as Chief Operating Officer at Alcumus Cognibox from 2021 to 2022 when he joined D-BOX as Vice President, Technology. He was appointed as Chief Technology Officer at D-BOX in May 2023.

Shareholdings of Directors and Executive Officers

As of May 30, 2024, the directors and executive officers of D-BOX, as a group, are the beneficial owners of, directly or indirectly, or exercise control or direction over an aggregate of 4,054,365 Class A common shares of the Corporation, representing 1.84% of the 220,226,573 Class A common shares issued and outstanding of the Corporation. None of the directors or executive officers of the Corporation owns or controls voting shares of D-BOX USA as this company is wholly-owned by D-BOX. The information in this paragraph was provided by the relevant directors and executive officers of the Corporation.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

To the knowledge of the Corporation, none of the directors and executive officers of the Corporation:

(a) is, or within the last ten (10) years has been, a director, chief executive officer or chief financial officer of any company that:

  (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than thirty (30) consecutive days (an "**Order**"), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company; or

  (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company; or

(b) is, or within the last ten years has been, a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within the last ten (10) years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets.

None of the directors and executive officers of the Corporation has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

CONFLICTS OF INTEREST

There are no existing or potential material conflicts of interest between the Corporation or a subsidiary of the Corporation and any director or officer of the Corporation or of a subsidiary of the Corporation.

INFORMATION REGARDING THE AUDIT COMMITTEE

AUDIT COMMITTEE CHARTER

The Audit Committee charter is annexed hereto as Schedule A.

COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee is currently composed of Luc Martin, Denis Chamberland and Jean-Pierre Trahan. Under *Multilateral Instrument 52-110 Respecting Audit Committees*, a director serving on an audit committee is "independent" if he or she has no direct or indirect material relationship with the issuer, that is, a relationship which could, in the view of the Board of Directors, reasonably be expected to interfere with the exercise of the members' independent judgment. The Board of Directors has determined that all members of the Audit Committee are independent members.

The Board of Directors has determined that each of the three members of the Audit Committee is "financially literate" within the meaning of Section 1.6 of *Multilateral Instrument 52-110 Respecting Audit Committees*, that is, each member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

RELEVANT EDUCATION AND EXPERIENCE

The education and experience of each member of the Audit Committee that is relevant to his or her responsibilities are set out below.

Luc Martin has over 35 years of experience in the field of finance, accounting and business management. From 2002 to November 2014, Mr. Martin was a partner at Deloitte Canada where he held various positions, including managing partner of finance and operations for all of Deloitte in Canada. He was also responsible for external audit services offered to publicly traded and private companies. From 1979 to 2002, Mr. Martin worked at Andersen, where he was a partner from 1990 to 2002. He was a partner offering external audit services to publicly traded and private companies while holding various management positions for Andersen in Canada. Mr. Martin sits on the boards of BTB Real Estate Investment Trust since June 2016 (where he also chairs the audit committee), Richelieu Hardware Ltd. since April 2020 (where he also chairs the audit committee) and Behaviour Interactive Inc. since August 2018. Mr. Martin is a CPA and holds a bachelor's degree in business administration from École des Hautes Études Commerciales (HEC) in Montréal (1979).

Denis Chamberland, FCPA, FCA, ICD.D is the holder of a degree in business administration from HEC Montréal and fellow of the Ordre des comptables professionnels agréés du Québec. He has also earned a certificate from the Quebec chapter of the Institute of Corporate Directors, qualifying him for the ICD.D designation. He was co-managing partner at Richter/RSM Richter Chamberland where he put his brand development skills to good use from 2009 to 2012. Gifted with a strong entrepreneurial bent, Mr. Chamberland also founded an accounting firm, Chamberland Hodge, focused on providing support services to entrepreneurs, where he was co-CEO from 1985 to 2009. Mr. Chamberland is currently a member of the board of governors of HEC Montréal.

Jean-Pierre Trahan, CPA, CA, has served as Stingray's Chief Financial Officer since 2011. He leads a team of seasoned accountants and analysts and is responsible for all financial and accounting activities of the company. Prior to joining Stingray, Mr. Trahan gained extensive experience over 30 years in various positions with Gestion Juste Pour Rire Inc, 20-20 Technologies Inc, Hydro Agri Canada, a division of Norsk Hydro ASA, and Raymond Chabot Grant Thornton LLP. In 2016, he was awarded a prestigious "Ace of Finance" by the Quebec Chapter of FEI Canada in the category of "Financial Leader of a Small or Medium-sized Business".

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. However, the charter of the Audit Committee provides that the provision of any non-audit services by the independent auditors must be pre-approved by the Audit Committee.

External Auditor Service Fees

Audit Fees

Audit fees consist of fees for professional services for the audit of the Corporation's annual consolidated financial statements, help in preparing the interim financial statements and related matters. Ernst & Young LLP, the Corporation's independent auditors, billed the Corporation $179,671 in audit fees during the fiscal year ended March 31, 2024, and $209,493 during the fiscal year ended March 31, 2023.

Audit-Related Fees

Audit-related fees consist of fees for professional services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and which are not reported under "Audit Fees" above, such as the assistance for implementing the International Financial Reporting Standards. Ernst & Young LLP, the Corporation's independent auditors, billed the Corporation $14,416 in audit-related fees during the fiscal year ended March 31, 2024, and $12,500 during the fiscal year ended March 31, 2023.

Tax Fees

Tax fees consist of fees for professional services for tax compliance, tax advice and tax planning. Ernst & Young LLP, the Corporation's independent auditors, billed the Corporation $20,628 in tax fees during the fiscal year ended March 31, 2024, and $46,612 during the fiscal year ended March 31, 2023.

All Other Fees

All other fees consist of fees for services other than the audit fees, audit-related fees and tax fees described hereinabove. These services include translation services. Ernst & Young LLP, the Corporation's independent auditors, billed the Corporation $2,003 for other services during the fiscal year ended March 31, 2024, and $3,552 during the fiscal year ended March 31, 2023.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

The Corporation is not, and was not during the fiscal year ended March 31, 2024, a party to, nor was its property subject to, legal proceedings that the Corporation believes could have a material adverse effect on its business, financial condition, results of operations or the trading price of its securities. To the knowledge of the Corporation, no such legal proceedings are currently contemplated.

Regulatory Actions

During the fiscal year ended March 31, 2024, (i) there have been no penalties or sanctions imposed against the Corporation by a court relating to securities legislation or by a securities regulatory authority, (ii) there have been no other penalties or sanctions imposed by a court or regulatory body against the Corporation that would likely be considered important to a reasonable investor in making an investment decision, and (iii) the Corporation has not entered into any settlement agreements before a court relating to securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No insiders, directors or executive officers of the Corporation or any of their respective associates has or has had a material interest, direct or indirect, in any material transaction whether proposed or concluded which had or may have an adverse effect on the Corporation or its subsidiaries in the last three completed fiscal years.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Class A Shares of the Corporation is Computershare Investor Services Inc. at its principal offices in Montreal and Toronto.

MATERIAL CONTRACTS

In July, 2020, the Corporation entered into a definitive agreement with the National Bank of Canada (the "**NBC**") related to the availability of a line of credit amounting to $4 million for ongoing operations and the working capital of the Corporation (the "**NBC Line of Credit**"). The NBC Line of Credit is renewable annually and bears interest at prime rate plus 2.50%, and is secured by first-ranking hypothec and security interests on all assets of the Corporation and its U.S. subsidiary.

Concurrently, the Corporation also entered into a definitive agreement with the Business Development Bank of Canada ("**BDC**") related to the availability of a working capital commercial loan of $2 million. The Corporation executed an amendment agreement with the BDC in July, 2023, that provided for the repayment in monthly capital installments of $20 thousand, maturing in June, 2028. The loan is secured by second-ranking hypothec and security interests on all assets of the Corporation and its U.S. subsidiary.

In September, 2021, the Corporation entered into a loan agreement with the NBC in connection with the Highly Affected Sectors Credit Availability Program ("**HASCAP**") offered by the BDC. The loan was a $1,000,000 non-revolving credit facility based on a 10-year straight line amortization period with an interest rate of 4% and a maturity date of September 7, 2024 (the "**HASCAP Loan**"). Repayment terms for the HASCAP Loan are interest only for the first year, and principal plus interest for the remaining years. The HASCAP Loan is secured by first-ranking hypothec and security interests on all assets of the Corporation and its U.S. subsidiary and is guaranteed by the BDC.

In October 2023, the Corporation signed an amended agreement with the NBC for the purposes, among others, of increasing the total amount of the NBC Line of Credit from $4,000,000 to $5,500,000 and to change the maturity date of the HASCAP Loan from September 7, 2024 to September 30, 2025.

INTERESTS OF EXPERTS

Ernst & Young LLP have been the independent auditors of the Corporation since 2004 and accordingly, have signed the auditors' report on the consolidated annual financial statements of the Corporation for the fiscal year ended March 31, 2024.

Ernst & Young LLP have advised the Corporation that they are independent with respect to the Corporation within the meaning of the Code of Ethics of Chartered Professional Accountants of the *Ordre des comptables professionnels agréés du Québec*.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found through the Internet on SEDAR+, which can be accessed at www.sedarplus.ca.

Additional information, including the compensation and indebtedness of directors and senior executives, the principal holders of the Corporation's shares and the shares authorized for issuance under the Stock Option Plan, if any, is contained in the Corporation's management proxy circular for its most recent annual meeting of shareholders where the Corporation's directors have been elected.

Additional financial information is provided in the Corporation's consolidated financial statements and management's discussion and analysis for its fiscal year ended March 31, 2024.

Additional information concerning the Corporation's products can also be found at www.d-box.com, the Corporation's website.

SCHEDULE A
AUDIT COMMITTEE CHARTER OF D-BOX TECHNOLOGIES INC.

1. PURPOSE

Financial reporting and disclosure by D-BOX Technologies Inc. (the "Corporation") represents one of the most important aspects of the management of the Corporation's business and affairs. The Board of Directors supervises this financial reporting and disclosure process to gain reasonable assurance that the following objectives are being met:

(a) that the Corporation complies with the laws, regulations, rules, policies and other requirements of governments, regulatory agencies and stock exchanges relating to financial reporting and disclosure;

(b) that the accounting policies and practices, significant decisions and information which underlie or are incorporated in the Corporation's financial statements are the most appropriate in the circumstances;

(c) that the Corporation's quarterly and annual financial statements are accurate and present fairly the Corporation's financial position and performance in accordance with the International Financial Reporting Standards ("IFRS"); and

(d) that pertinent information concerning the financial position and performance of the Corporation is disseminated to the public in a timely manner.

To assist the Board of Directors in its monitoring of the Corporation's financial reporting and disclosure process, the Board of Directors has established the Audit Committee.

Although the Audit Committee has the powers and responsibilities set forth in this Charter, its role is one of monitoring. The members of the Audit Committee are not full-time employees of the Corporation and may or may not be accountants or auditors by profession and, in any event, do not serve in such a capacity. Consequently, it is not the duty of the Audit Committee to audit the Corporation's financial statements and information or to assess whether same are complete and accurate and in compliance with IFRS and applicable rules and regulations. This is the responsibility of management, the independent auditors and other professionals retained by the Corporation.

2. COMPOSITION AND QUALIFICATION

The members of the Audit Committee are appointed each year by the Board of Directors. The Committee is composed of a minimum of three (3) independent directors chosen from among the members of the Board of Directors. The members are appointed at the first meeting following the annual meeting of shareholders or at any other meeting if a vacancy arises. Each year, the Board of Directors appoints as chair of the Committee one of the members of the Committee.

All the members of the Audit Committee shall be financially literate and, as such, be able to read and understand financial statements. At least one (1) member of the Audit Committee shall have "accounting or related financial expertise" acquired through previous employment experience in the area of finance or accounting, requisite professional certification in accounting or any other comparable experience or background which allowed him or her to gain such financial expertise, including having been a Chief Executive Officer, Chief Financial Officer or other senior officer with financial oversight responsibilities, and be able to analyze and interpret a complete set of financial statements along with the notes thereto in accordance with IFRS.

In connection with the execution of the obligations of the Audit Committee, each member of the Committee shall be entitled to rely in good faith upon the following documents:

(a) the financial statements of the Corporation represented to him or her by an officer of the Corporation or in a written report of the independent auditors to present fairly the financial position of the Corporation in accordance with IFRS; and

(b) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

In connection with the execution of the obligations of the Audit Committee pursuant to this mandate, each member of the Audit Committee shall be held to the standard of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances. Nothing in this mandate is intended, or may be construed, to impose on any member of the Audit Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which the other members of the Board of Directors are subject. The role of the Audit Committee is essentially to monitor and review in order to gain reasonable assurance (but not absolute assurance) that the fundamental accounting and reporting activities are being conducted effectively, that the financial reporting and disclosure objectives are being met and to report thereon to the Board of Directors.

3. OPERATING PRINCIPLES AND GUIDELINES

The Audit Committee fulfills its responsibilities within the context of the following principles and guidelines:

(a) The Committee chair and the other members of the Audit Committee have direct, open and frank communications throughout the year with management, other committee chairs (where applicable) and members of the Board of Directors, the independent auditors and other key committee advisors, as applicable.

(b) The Committee, together with management and the independent auditors, shall develop annually an audit committee work plan in line with the responsibilities of the Audit Committee as set out in this Charter.

(c) The Audit Committee, together with management and the independent auditors, shall participate in the examination and review of any important financial issues and emerging standards that have the potential to impact on the Corporation's financial presentation and disclosure.

(d) The chair of the Committee shall establish the agenda for each meeting of the Audit Committee, with the other members of the Audit Committee, senior management and the independent auditors.

(e) The Committee shall communicate to management and the independent auditors its expectations with respect to the nature and extent of the information it requires, and the delays to be respected in this regard. The Committee expects to receive from management and the independent auditors all pertinent documentation with respect to any topic on the agenda for a meeting at least one week in advance of such meeting.

(f) The Committee may, at the expense of the Corporation and after consulting with management, retain the services of one or more persons with specialized knowledge in order to allow the Committee to properly discharge its responsibility.

(g) At each meeting of the Committee, the members of the Audit Committee meet *in camera* amongst themselves only with (as needed) the independent auditors only and with management only.

(h) After each meeting of the Audit Committee, the Committee shall report to the Board of Directors at its next regular meeting or earlier if required, through the chair of the Committee.

(i) As representatives of the shareholders, the independent auditors are ultimately accountable to the Board of Directors and the Audit Committee in the execution of its mandate. The Committee expects that the independent auditors will point out any significant issues or any other issues which may become significant and which result from its relationship with the Corporation.

The Audit Committee meets at least once per quarter, and more frequently if required by the circumstances. It is the responsibility of the Committee to determine the time and place, at which the meeting will take place, convene the meeting and to establish the procedures in light of the following requirements:

(a) at all meetings of the Audit Committee a majority of the members shall constitute a quorum; and

(b) any actions on the part of the Audit Committee at a duly constituted meeting require no more than the vote of a majority of the members present and, in all cases, a resolution or other instrument in writing signed by all of the members of the Audit Committee shall be deemed to be an action taken by the Audit Committee.

The senior officer responsible for the finances of the Corporation and the independent auditors usually attends all of the meetings of the Audit Committee.

The minutes of meetings of the Audit Committee are approved by the Committee and made available to the Board of Directors for informational purposes.

Subject to the appointment of another person as secretary of the Audit Committee, the Secretary of the Corporation acts as the secretary of the Audit Committee.

4. RESPONSIBILITIES AND DUTIES

The Committee is responsible for the following:

4.1 Financial Reporting

- Review the annual financial statements and the independent auditor's report thereon before they are released and recommend same for the approval of the Board of Directors.
- Review the interim and year-end financial statements, management's discussion and analysis and related news releases before they are released and recommend same for the approval of the Board of Directors.
- Review public disclosure documents, such as a prospectus or the annual information form, containing financial statements of the Corporation before they are released, and recommend same for the approval of the Board of Directors.
- Discuss with management and the independent auditors the pertinence of and compliance with the Corporation's accounting policies.
- Discuss with management any significant variances between comparative reporting periods and across comparable units.

4.2 Accounting Policies

- Proactively discuss and review the impact of proposed changes in accounting standards or securities polices or regulations relating to accounting policies and the disclosure of financial information.
- Review with management and the independent auditors, any proposed changes in accounting policies, as well as key estimates and decisions that could have a material impact on the Corporation's financial reporting and determine whether the underlying accounting policies, disclosures and key estimates and decisions are considered to be the most appropriate in the circumstances.
- Discuss with management and the independent auditors the clarity and adequacy of the financial information disclosed by the Corporation.

4.3 Risk and Uncertainties

Recognizing that it is the Board of Directors' responsibility, in conjunction with management, to (1) identify the principal business risks facing the Corporation, (2) determine the Corporation's degree of tolerance to risk, and (3) approve any risk management policies in place, the Audit Committee focuses on the significant financial risks and develops reasonable assurance that such risks are being effectively managed and controlled by management through the implementation of the following methods:

- Acquire reasonable assurance that these significant financial risks are effectively being mitigated and controlled by:
  - (i) Reviewing with management, at least once per quarter, an updated list of such financial risks as well as ongoing or special actions undertaken to manage each one of these identified risks;
  - (ii) Discussing with management its assessment of the residual financial exposure of the Corporation if any, resulting from its management of such financial risks; and
  - (iii) Ensuring with management, that the existing policies, processes and programs are adequate to identify, manage and control such financial risks.
- Review, at least once per year, the adequacy of the insurance policies maintained by the Corporation.
- Review quarterly the list of the Corporation's outstanding contingent liabilities, if any, including legal claims, tax assessments and other, which could have a material effect upon the financial results and

condition of the Corporation and the manner in which these matters are disclosed in the financial statements.

- Review, at least once per year, the adequacy of measures taken by the Corporation to mitigate foreign currency, interest rate and other financial risks, such as the use of derivative financial instruments.
- Review, at least one per year, the policies that require significant existing or potential liabilities, contingent or otherwise, to be reported to the Board of Directors in a timely fashion and compliance with such policies.

4.4 Financial Controls and Deviations

- Review annually the plans of the independent auditors to gain reasonable assurance that the internal quality-controls procedures are adequate in light of the risks and are comprehensive, coordinated and cost effective.
- Review quarterly, with management, its program relating to the development and updating of internal controls which shows the progress of any planned initiatives as well as any measures taken to control deviations.
- Receive from management, the independent auditors, legal counsel or other persons, regular reports regarding any significant deviations observed, including any detection of fraud, and the methods taken to correct the situation.
- Discuss with management the information used by the Chief Financial Officer to prepare a report, at least once per year, on the effectiveness of the Corporation's internal controls.

4.5 Compliance with Laws and Regulations

- Review regular reports from management, the independent auditors and legal counsel concerning the Corporation's compliance with tax and financial reporting laws and regulations specifically those requiring the Corporation to make withholdings and which have a material impact on financial statements.
- Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters.
- Establish procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

4.6 Relationship with Independent Auditors

- Recommend annually to the Board of Directors the nomination, the termination or replacement of the independent auditors.
- Approve the remuneration and terms and conditions of the independent auditor's mandate which are set out in its engagement letter.
- Receive a report annually from the independent auditors with respect to its independence, which report shall include disclosure relating to all engagements (including the related fees and costs) for non-audit services rendered to the Corporation.
- Review with the independent auditors the scope of the audit, the areas of special emphasis to be addressed in the audit, the extent to which the independent audit can be coordinated with internal audit activities and the materiality levels which the independent auditors propose to employ.
- Establish effective communication processes with management and the Corporation's independent auditors to allow the Committee to objectively monitor the quality and efficiency of the relationship between the independent auditors, management and the Corporation.
- Resolve disagreements that may occur between management of the Corporation and the independent auditors regarding financial reporting, if any.

- Oversee quality and efficiency of the work performed by the independent auditors for the preparation and delivery of the audit report of the Corporation or any other audit, review or attest services required by the Corporation.
- Receive reports from the independent auditors on the status of the approved audit plan, any important findings, the recommendation letter and the final audit report.
- Meet regularly with the independent auditors in the absence of management.
- Ensure not to request services from the independent auditors that could jeopardize their objectivity and independence.
- Approve, before any mandate is conferred upon the independent auditors, of any non-audit-related services, or services other than audit services, to be provided by the independent auditors.
- Annually review the Corporation’s hiring policy limiting the hiring of certain present or former employees of the independent auditors.
- Review reports of the independent auditors relating to the planned rotation of partners assigned to the Corporation’s affairs.

4.7 Other Responsibilities and Issues

- Review any ESG-related disclosure of data and targets to be included in the continuous disclosure documents of the Corporation.
- Review and reassess annually the adequacy of this Charter.
- After consulting with the chair and the independent auditors, gain reasonable assurance, at least annually, that the Corporation’s accounting and financial personnel is competent and adequately staffed and that any other related resources are sufficient.
- Be kept up to date of any nomination of financial officers with respect to the Corporation.
- Carry out any and all duties that the Board of Directors may delegate, from time to time, to the Committee.