



RED LIGHT HOLLAND

**NOTICE-AND-ACCESS NOTIFICATION TO BENEFICIAL SHAREHOLDERS OF  
RED LIGHT HOLLAND CORP.**

You are receiving this notification because Red Light Holland Corp. (“**Red Light Holland**” or the “**Company**”) has elected to use the “notice-and-access” mechanism provided for under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* to deliver to holders of common shares in the capital of Red Light Holland (“**Common Shares**”) who do not hold their Common Shares in their own name (referred to as “**Beneficial Shareholders**”) meeting materials in connection with the Company’s annual general and special meeting (the “**Meeting**”) to be held at the offices of the Company, located at 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9 Canada on Thursday, October 31, 2024 at 11:00 a.m. (Toronto time).

This means that, rather than receiving paper copies of the Meeting materials in the mail, Beneficial Shareholders will have access to them online. These materials are available at:

1. [www.redlight.co](http://www.redlight.co); and
2. under the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

**Notice-and-access will not be used for registered shareholders and registered shareholders will instead receive a paper copy of the Company’s management information circular dated September 16, 2024, prepared in connection with the Meeting (the “Circular”) and all proxy-related materials.** The use of this alternative means of delivery for Beneficial Shareholders is more environmentally friendly as it helps reduce paper use and reduces the cost of printing and mailing materials to shareholders.

Alongside this notification, Beneficial Shareholders will still receive a form of proxy or voting instruction form enabling them to vote at the Meeting and a form to request copies of the Company’s annual and/or interim financial statements and the related management’s discussion and analysis (“**MD&A**”). Electronic copies of the notice of Meeting, Circular, a form of proxy, audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and 2023 and related MD&A and this notification will be available at [www.redlight.co](http://www.redlight.co) and under the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Electronic copies of the Meeting materials will be available on the Company’s website for a period of one year.

Please review these online materials when voting. For more information about the notice-and-access procedures, please call Broadridge Investor Communication Solutions at 1-844-916-0609.

**MEETING DATE AND LOCATION**

**WHEN:** Thursday, October 31, 2024, at 11:00 a.m. (Toronto time)

**WHERE:** 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9 Canada

**The following items of business are described under the section entitled “Particulars of Matters to be Acted Upon” in the Circular:**

	<b>Matter</b>	<b>Refer to the Circular</b>
1.	<b>Audited Financial Statements:</b> to receive and consider the consolidated audited financial statements of the Company for the financial years ended March 31, 2024, and 2023 and the auditors’ report thereon.	<b>See page 21-22</b>
2.	<b>Election of Directors:</b> to elect the directors of the Company for the ensuing year, as will be more particularly set forth in the accompanying form of proxy and Circular, each prepared for the purpose of the Meeting.	<b>See pages 22-25</b>
3.	<b>Re-Appointment of Auditor:</b> to re-appoint Clearhouse LLP as the auditor of the Company until the earlier of the close of the next annual meeting of shareholders or their earlier resignation or replacement, and to authorize board of directors of the Company to fix the auditors’ remuneration.	<b>See page 26</b>

4.	<b>Approval of the Equity Incentive Plan:</b> to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders ratifying the repeal and replacement the Company’s current stock option plan (the “ <b>Existing Option Plan</b> ”) and restricted share unit plan with the adoption of the proposed equity incentive plan for the Company (the “ <b>Proposed Equity Incentive Plan</b> ”), as more particularly set forth in the Circular.	<b>See pages 26-33</b>
5.	<b>Re-Approval of the Existing Stock Option Plan:</b> to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders re-approving the Existing Option Plan, in the event that the Proposed Equity Incentive Plan does not receive the required approval of disinterested shareholders at the Meeting, as more particularly set forth in the Circular	<b>See pages 33-35</b>
6.	<b>Approval of Share Consolidation:</b> to consider, and if thought advisable, to pass, with or without variation, a special resolution authorizing and approving the consolidation of the issued and outstanding Common Shares of up to one hundred (100) pre-consolidation Common Shares for one (1) post-consolidation Common Share, with the timing and exact ratio to be determined by the board of directors at a later date.	<b>See pages 35-37</b>

**SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.**

The Company has determined that Beneficial Shareholders with existing instructions on their account to receive paper materials will receive a paper copy of the Meeting materials.

**WEBSITES WHERE MEETING MATERIALS ARE POSTED**

The Circular provides additional information relating to the matters to be dealt with at the Meeting. In particular, for information concerning the items listed above, please see the section of the Circular entitled “Particulars of Matters to be Acted Upon”. The full text of the proposals can be found in the Circular. These materials are available at:

1. [www.redlight.co](http://www.redlight.co); and
2. under the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

**HOW TO VOTE YOUR COMMON SHARES**

Beneficial Shareholders are asked to complete, date and sign your voting instruction form in advance of the Meeting and return it in the envelope provided for that purpose or call 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America) and enter your control number, as indicated in your voting information form, in each case by 11:00 a.m. (Toronto time) on October 29, 2024, or in the event of an adjournment or postponement of the Meeting, 48 hours before the time of the adjourned or postponed Meeting (excluding Saturdays, Sundays and holidays). Votes cast electronically are in all respects equivalent to and will be treated in the exact same manner as, votes cast via a voting instruction form. Further details on the electronic voting process are provided in the voting instruction form.

**HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Beneficial Shareholders may choose to receive paper copies of the Meeting materials by mail at no cost. In order for such Beneficial Shareholders to receive the paper copies of the Meeting materials in advance of any deadline for the submission of voting instructions and the date of the Meeting, it is recommended that requests be made as soon as possible but not later than October 1, 2024. If you do request the current materials, please note that another voting instruction form will not be sent; please retain your current one for voting purposes.

For Beneficial Shareholders to request paper copies of the Circular before the Meeting, please call 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America) and enter your control number, as indicated on your voting information form. The Circular will be sent to you within three business days of receiving your request.

For Beneficial Shareholders to obtain paper copies of the materials after the Meeting, please call toll free, within North America – 1-888-290-1175 or direct, from Outside of North America – 587-885-0960. The Circular will be sent to you within 10 calendar days of receiving your request.

**DATED** at Toronto, Ontario on the 16<sup>th</sup> day of September 2024.

**BY ORDER OF THE BOARD OF  
DIRECTORS**

*/s/ Todd Shapiro*

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**Todd Shapiro**

Chief Executive Officer and Director