

RED LIGHT HOLLAND CORP.
1 Adelaide Street East, Suite 801
Toronto, Ontario M5C 2V9

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Red Light Holland Corp. (the “**Corporation**”) will be held at the offices of the Corporation, located at 1 Adelaide Street East, Unit 801, Toronto, Ontario M5C 2V9 on Thursday, October 31, 2024, at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the consolidated audited financial statements of the Corporation for the financial years ended March 31, 2024, and 2023, together with the auditor’s report thereon (together, the “**Annual Financial Statements**”);
2. to elect the directors of the Corporation for the ensuing year, as more particularly set forth in the accompanying form of proxy (the “**Form of Proxy**”) and management information circular dated September 16, 2024, prepared for the purpose of the Meeting (the “**Circular**”);
3. to re-appoint Clearhouse LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year and to authorize the board of directors of the Corporation (the “**Board**”) to fix the auditor’s remuneration;
4. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution of disinterested Shareholders ratifying the repeal and replacement the Corporation’s current stock option plan (the “**Existing Option Plan**”) and restricted share unit plan with the adoption of the proposed equity incentive plan for the Corporation (the “**Proposed Equity Incentive Plan**”), as more particularly set forth in the Circular;
5. 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;
6. 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 in the capital of the Corporation (“**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 at a later date; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in Circular accompanying this notice of Meeting (this “**Notice of Meeting**”).

The Board has fixed the close of business on September 16, 2024, as the record date (the “**Record Date**”) for the determination of the Shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment(s) or postponement(s) thereof. Only Shareholders of record at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at their discretion. The Chairman is under no obligation to accept or reject any late proxy. Non-registered Shareholders (“**Beneficial Shareholders**”) who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form (the “**VIF**”).

The Corporation reserves the right to take any additional measures that it deems necessary or advisable in relation to the Meeting, including changing the time, date or location of the Meeting. Changes to the Meeting time, date or location and/or means of holding the Meeting may be announced by way of press release. Please monitor the Corporation's press releases, website at <https://redlight.co/investors/> and SEDAR+ profile at www.sedarplus.ca for more information. The Corporation does not intend to prepare or mail an amended Circular in the event of changes to the Meeting format.

The Corporation strongly encourages each Shareholder to submit a Form of Proxy or VIF in advance of the Meeting using one of the methods described below and in the Circular. Registered Shareholders should complete, date and sign a Form of Proxy in advance of the Meeting and return it in the envelope provided for that purpose to Odyssey Trust Company (“**Odyssey**”), located at: Suite 702, 67 Yonge Street, Toronto, Ontario, M5E 1J8 Attention: Proxy Tabulation Department, by courier, by mail, by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America), or by electronic voting through <http://login.odysseytrust.com/pxlogin> and clicking “Vote”, in each case by 11:00 a.m. (Toronto time) on October 29, 2024, or in the event of any adjournment(s) or postponement(s) 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 paper Form of Proxy. Further details on the electronic voting process are provided in the Form of Proxy.

Beneficial Shareholders who receive the Meeting materials through their broker or other intermediary should complete and return their Form of Proxy or VIF in accordance with the instructions provided by their broker or intermediary. **Shareholders are reminded to review the Circular prior to voting.**

The Corporation 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 the Meeting materials to Beneficial Shareholders, including this Notice of Meeting, the Circular, Annual Financial Statements and accompanying management's discussion and analysis (the “**Annual MD&A**”). This means that, rather than receiving paper copies of the Meeting materials in the mail, Beneficial Shareholders as of the Record Date will have access to electronic copies of the Meeting materials at <https://redlight.co/investors/> and under the Corporation's SEDAR+ profile at www.sedarplus.ca. The Meeting materials will remain on the Corporation's website for a period of one year. Notice-and-access will not be used for the registered Shareholders and registered Shareholders will instead receive a paper copy of the Meeting materials and all proxy related materials in the mail.

The Circular and all additional materials have been posted in full online on the Corporation's website at www.redlight.co and under the Corporation's SEDAR+ profile at www.sedarplus.ca. Copies of: (i) this Notice of Meeting; (ii) the Circular; (iii) Form of Proxy and VIF; and (iv) Annual Financial Statements and Annual MD&A, may be obtained free of charge by contacting Odyssey at: (a) Suite 702, 67 Yonge Street, Toronto, Ontario, M5E 1J8; (b) by phone 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America); or (c) by accessing their website at <http://odysseytrust.com/ca-en/help>.

Shareholders are reminded to carefully review the Circular and any additional Meeting materials prior to voting on the matters being transacted at the Meeting. In order to ensure that a paper copy of the Circular and additional materials can be delivered to a Shareholder in time for such Shareholder to review the Circular and return a Form of Proxy (or a VIF) prior to the deadline to receive proxies, it is strongly suggested that Shareholders ensure their request is received no later than October 1, 2024.

Beneficial Shareholders as of the Record Date will receive a package in the mail containing information explaining how to access and review the Meeting materials electronically and how to request a paper copy of such materials free of charge, and a Form of Proxy or a VIF so that Beneficial Shareholders can vote their Common Shares. In addition, the package will include a place to request copies of the Annual Financial Statements, Annual MD&A and a consent for electronic delivery.

Prior to the Meeting and for up to one year thereafter, those Beneficial Shareholders who wish to receive paper copies of the Meeting materials may request them by contacting Odyssey. If a request for paper copies is received before the Meeting, the Meeting materials will be sent to such Beneficial Shareholders at no cost within three business days of the request. If a request for paper copies is received on or after the Meeting, and within one year of the Meeting

materials being filed, the Meeting materials will be sent to such Beneficial Shareholders within 10 calendar days after receiving the request. To receive paper copies of the Meeting materials in advance of the proxy deposit deadline, your request should be received no later than October 1, 2024

Please see the section entitled “*Notice-and-Access*” in the accompanying Circular for further details.

DATED at Toronto, Ontario on the 16th day of September 2024.

BY ORDER OF THE BOARD

/s/ Todd Shapiro

Todd Shapiro

Chief Executive Officer and Director