QUARTERHILL INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual and special meeting of the shareholders of Quarterhill Inc. ("**Quarterhill**") will be held on Monday, May 12, 2025 at 10:00 a.m. (Eastern time) (the "**Meeting**"). The Meeting is a virtual only meeting via live audio webcast on the Internet only. Registered shareholders of Quarterhill and duly appointed proxyholders can attend the meeting online at **https://meetnow.global/MRFXRDH** to participate, vote, or submit questions during the Meeting's live webcast.

Quarterhill has adopted a virtual format for the Meeting to make participation accessible for our shareholders from any location with Internet connectivity, thereby providing all shareholders with an equal opportunity to participate at the Meeting regardless of their geographic location or their individual constraints, while providing a significantly cost-efficient and environmentally friendly manner in which to engage with our shareholders.

The same participation opportunities will be offered for the Meeting as have previously been provided at the in-person portion of our past meetings, while permitting an online experience available to all our shareholders regardless of their location. At this virtual Meeting, registered shareholders and duly appointed proxyholders will have an opportunity to participate, ask questions and vote in real time provided they comply with the applicable procedures set out in Quarterhill's April 1, 2025 Management Information Circular (the "**Circular**"). Any shareholder that is unable to attend the Meeting virtually can still vote by proxy prior to the Meeting, as further described in the Circular.

The Meeting will be accessible online at https://meetnow.global/MRFXRDH starting at 10:00 a.m. (Eastern time) on May 12, 2025. Note that this site may not be fully accessible on all Internet browsers and if you are unable to access this site on your browser, we suggest trying to access it via a different browser.

The Meeting will be held to:

1. receive Quarterhill's financial statements for the financial year ended December 31, 2024 (the "**Financial Statements**"), together with the report of Quarterhill's auditors thereon;

2. fix the number of directors for the ensuing year at six;

3. elect the members of Quarterhill's Board of Directors (the "**Board**");

4. appoint Quarterhill's auditors and to authorize the Board to fix the auditors' remuneration;

5. consider and, if deemed appropriate, approve, adopt and ratify, with or without modification, the resolution to amend Quarterhill's 2018 Equity Incentive Plan (the "**Equity Plan**"), as more particularly set forth in the Circular; and

6. transact such further or other business as may properly come before the Meeting or any adjournment or postponement of the Meeting.

A copy of the Circular and a form of proxy accompany this Notice. The specific details of the matters proposed to be put before the Meeting are set forth in the Circular.

The record date for the determination of shareholders entitled to receive notice of, and to vote at, the Meeting is March 28, 2025. Registered shareholders and duly appointed proxyholders can attend the Meeting, ask questions and vote, all in real time at **https://meetnow.global/MRFXRDH**, **provided** they are connected to the Internet and comply with all the requirements set out in the accompanying Circular. Any non-registered (or beneficial) shareholder will be able to attend the Meeting, ask questions and vote, all in real time, **only if** they duly appoint themselves as their own proxyholder and comply with all the requirements set out in the accompanying Circular relating to such appointment and registration. Failing which, any non-registered (or beneficial) shareholder will be able to attend the Meeting as a guest but will not be able to vote or ask questions at the Meeting. Quarterhill shareholders will be able to participate at the Meeting online regardless of their geographic location.

Proxies to be used at the Meeting or at any adjournment or postponement thereof must be deposited with Quarterhill's transfer agent, Computershare Investor Services Inc. ("**Computershare**") at 100 University

Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department in the envelope provided for that purpose, by fax to Computershare at 1-866-453-0330 or by otherwise following Computershare's instructions and, in any such case, not later than 10:00 a.m. (Eastern time) on May 8, 2025 or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the commencement of such adjourned or postponed meeting.

You will need a Control Number (also referred to as an Invite Code for proxyholders) to participate in the Meeting. For registered shareholders, the Control Number will be listed on your form of proxy or in the email notification you received. For non-registered shareholders, any duly appointed proxyholder must obtain a Control Number by registering with Computershare at www.computershare.com/Quarterhill and the duly appointed proxyholder will receive a Control Number after the voting deadline for the Meeting has passed. **FAILURE TO REGISTER A PROXYHOLDER WITH COMPUTERSHARE WILL RESULT IN THE PROXYHOLDER NOT RECEIVING A CONTROL NUMBER TO PARTICIPATE IN THE MEETING AND ONLY BEING ABLE TO ATTEND THE MEETING AS A GUEST.**

In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, Quarterhill has elected to use "Notice and Access" to deliver proxy-related materials such as the Circular and its Financial Statements and related management's discussion and analysis (the "**MD&A**") (collectively, the "**Meeting Materials**") to both registered and non-registered shareholders. "Notice and Access" is a set of rules for reducing the volume of materials that must be physically mailed to shareholders by posting the Meeting Materials online and providing shareholders with a notice stating where they are available. Rather than receiving a paper copy of the Meeting Materials in the mail, shareholders will have access to them online. Shareholders will receive a notice package (the "**Notice Package**") containing the information prescribed by applicable Canadian securities laws (including a description of the matters to be addressed at the Meeting and of the notice-and-access procedures to access the Meeting Materials), as well as a form of proxy (for registered shareholders) or a voting instruction form (for non-registered shareholders). Where a shareholder has previously consented to electronic delivery, the Notice Package will be sent to the shareholder electronically and otherwise will be mailed to the shareholder.

Copies of the Meeting Materials are available on SEDAR+ at www.sedarplus.ca and on Quarterhill's website at: https://ir.quarterhill.com/Investors/default.aspx. Registered shareholders who would like to receive paper copies of the Meeting Materials may contact Computershare toll-free at 1-866-962-0498 or direct from outside North America at 1-514-982-8716. Non-registered shareholders who would like to receive paper copies of the Meeting Materials may contact Broadridge Investor Communications Solutions toll-free at 1-877-907-7643 or direct from outside North America at 1-303-562-9305 (for service in English) or 1-303-562-9306 (for service in French). For shareholders to receive paper copies of the Meeting Materials before the deadline for the submission of voting instructions and the date of the Meeting, we recommend that they call the appropriate number above and make their request as soon as possible but no later than May 2, 2025.

Shareholders who are unable to attend the virtual only Meeting should date and sign the enclosed form of proxy and return it to Quarterhill's Corporate Secretary or to Computershare in the envelope provided for that purpose or by fax, or by otherwise following Computershare's instructions, in any case not later than 10:00 a.m. (Eastern time) on May 8, 2025 or the last business day preceding any adjournment or postponement of the Meeting. To be represented by proxy, you must complete and submit the enclosed form of proxy or another appropriate form of proxy.

DATED at Toronto, Ontario this 1st day of April, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Chuck Myers

Chuck Myers
Chief Executive Officer