

**CONSOLIDATED HCI HOLDINGS CORPORATION**

100 Strada Drive  
Unit 3  
Woodbridge Ontario L4L 5V7

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that the Annual and Special Meeting of Shareholders of **CONSOLIDATED HCI HOLDINGS CORPORATION** (the "Corporation") will be held in the Shepard Room, Novotel Hotel, 3 Park Home Avenue, Toronto, Ontario, on Friday, the 27th day of March, 2015, at the hour of 11:00 o'clock in the forenoon (Toronto time), for the following purposes:

1. To receive the financial statements of the Corporation for the year ended September 30, 2014, together with the report of the auditors thereon and the annual report of the directors;
2. To elect directors for the ensuing year;
3. To appoint auditors;
4. To consider and, if deemed advisable, to adopt and approve, with or without variation, a special resolution in the form set out in the management information circular accompanying this Notice approving a reduction in the stated capital account maintained in respect of the Class B Shares of the Corporation; and
5. To transact such other business as properly may be brought before the Meeting or any adjournment or adjournments thereof.

Holders of Class B Shares who are unable to attend the Meeting in person are requested to sign and return the enclosed form of proxy in the envelope provided for that purpose.

The Corporation's financial statements for the year ended September 30, 2014, the report of auditors thereon to the shareholders, the annual report of the directors and a management information circular are enclosed herewith.

Only Class B shareholders of record at the close of business on February 10, 2015 will receive a Notice of Meeting and be entitled to vote, in person or by proxy.

DATED at Toronto this 16th day of February, 2015.

By Order of the Board

(signed) John H. Craig  
Secretary