

**CONSOLIDATED HCI HOLDINGS CORPORATION**

100 Strada Drive, Unit 3  
Woodbridge, Ontario L4L 5V7

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that a Special Meeting of Shareholders of **CONSOLIDATED HCI HOLDINGS CORPORATION** (the "**Corporation**") will be held in the Duncan Room, Novotel Hotel, 3 Park Home Avenue, Toronto, Ontario, on Friday, the 28th day of April, 2017, at the hour of 11:00 o'clock in the forenoon (Toronto time), for the following purposes:

1. To consider and, if deemed advisable, to pass a special resolution (the "**Sale Resolution**") to approve the sale by the Corporation of substantially all of its assets comprising its 50% interest in the real property located at 7700 Keele Street and the adjacent property located at 2267 Highway 7, both in Vaughan, Ontario, to a company controlled by insiders of the Corporation; and
2. 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.

A management information circular (the "**Circular**") is enclosed herewith.

In order to become effective the Sale Resolution must be approved by: (i) 66 2/3% of the votes cast thereon, by Shareholders present in person or by proxy at the Meeting or any adjournment(s) thereof; and (ii) a majority of the votes cast thereon, by Shareholders present in person or by proxy at the Meeting or any adjournment(s) thereof, after excluding the Class B Shares beneficially owned or over which control or direction is exercised by persons whose votes may not be included in determining minority approval pursuant to *Multilateral Instrument 61-101 – Protection of Minority Securityholders in Special Transactions* and the rules of the Toronto Stock Exchange.

Registered Shareholders who dissent from the Sale Resolution, if implemented, will be entitled to be paid the fair value of their Class B Shares subject to strict compliance with Section 190 of the *Canada Business Corporations Act* (the "**Act**"). The right to dissent is described in the Circular. Failure to comply strictly with the requirements of Section 190 of the Act may result in the loss of any right of dissent.

Only Class B shareholders of record at the close of business on March 24, 2017 will receive a Notice of Meeting and be entitled to vote, in person or by proxy.

DATED at Toronto this 24th day of March, 2017.

By Order of the Board

(signed) John H. Craig  
Secretary