

GAR LIMITED

288 Kenogami Lane, Box 122, Swastika, Ontario P0K 1T0

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (“**Meeting**”) of the shareholders of GAR Limited (the “**Corporation**” or “**GAR**”) will be held on Friday December 20, 2013, at 10:00 a.m. (Toronto time) at the offices of Capital Transfer Agency, Inc. at 121 Richmond Street West, Suite 401, Toronto, Ontario M5H 2K1 for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended January 31, 2013 and the auditors’ report thereon;
2. to consider and, if thought fit, pass a special resolution, approving the increase of the Board of Directors from three to seven for the Corporation;
3. to elect directors for the ensuing year;
4. to appoint auditors for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if thought fit, pass an ordinary resolution, confirming new general by-law No. 1 for the Corporation;
6. to consider and, if thought fit, pass an ordinary resolution, approving the adoption of the new 2013 stock option incentive plan for the Corporation;
7. to consider and, if thought fit, pass an ordinary resolution, approving various debt settlements to creditors of the Corporation; and
8. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

The Board of Directors has fixed October 25, 2013 as the Record Date for the determination of shareholders entitled to notice of, and to vote at, this Annual General and Special Meeting and any adjournment thereof. Accompanying this Notice of Meeting are the following documents: a Management Information Circular, dated as at November 14, 2013, Audited Annual Financial Statements for the Year Ended January 31, 2013, Interim Financial Statements for the Period Ended July 31, 2013, Form of Proxy, a Supplemental Mailing List Reply Form and a return envelope.

An “ordinary resolution” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting. A “special” resolution is a resolution passed by at least 66 2/3% of the votes cast by Shareholders who voted in respect of that resolution at the Meeting. The nature of the business to be transacted at the Meeting is described in further detail in the Circular under the section entitled The Particulars of Matters to be Acted Upon.

Notice-and-Access

The Corporation is utilizing the notice-and-access mechanism (the “Notice-and-Access Provisions”) that came into effect on February 11, 2013 under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument 51-102 – Continuous Disclosure Obligations, for distribution of Meeting materials to registered and beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a new set of rules that allows reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Corporation for the year ended January 31, 2013 (“**Financial Statements**”) and management’s discussion and analysis of the Corporation’s results of operations and financial condition for 2013 (“**MD&A**”) may be found on the Corporation’s SEDAR profile at www.sedar.com, the Corporation’s website at www.garlimited.ca and also on the Corporation’s Transfer Agent & Registrar’s (“**Capital Transfer Agency Inc.**”) website at www.capitaltransferagency.com. The Corporation will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Obtaining Paper Copies of Materials

The Corporation anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call the Corporation’s transfer agent Capital Transfer Agency Inc. (“**Capital Transfer**”) toll-free at 1.800.631.0940. Shareholders may also obtain paper copies of the Circular, Financial Statements and MD&A free of charge by contacting Capital Transfer at the same toll-free number or upon request to the Corporation’s Corporate Secretary. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or Capital Transfer, as applicable, by Wednesday, December 18, 2013 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the “**Proxy Deadline**”).

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Capital Transfer (in the case of registered holders) at 121 Richmond Street, West, Suite 401, Toronto, Ontario M5H 2K1, Fax Number: 416.350.5008, prior to the Proxy Deadline, failing which such votes may not be counted, or your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline.

SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.

Dated in Toronto, Ontario this 14th day of November 2013.

BY ORDER OF THE BOARD

“*John Rapski*” (signed)
President and Chief Executive Officer
GAR Limited