

**GAR LIMITED**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON WEDNESDAY, SEPTEMBER 27, 2017**

TO: The shareholders of GAR Limited

NOTICE IS HEREBY GIVEN that the annual general and special meeting of the shareholders of GAR Limited (the "**Corporation**") will be held at the offices of CC Corporate Counsel Profession Corporation, 100 Bass Pro Mills Drive, Suite 49, Vaughan, Ontario, L4K 5X1, on Wednesday, September 27, 2017 at 10:00 AM EST (the "**Meeting**"), for the following purposes:

- (1) to receive the audited consolidated financial statements of the Corporation for the financial years ended January 31, 2017 and January 31, 2016, together with the reports of the auditors thereon;
- (2) to set the number of directors to three (3) and to elect directors of the Corporation for the ensuing year;
- (3) to appoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors for the ensuing year;
- (4) to approve a special resolution authorizing the directors to change the municipality in which the Corporation's registered office is located and the registered address from Box 15, Site 15, 288 Kenogami Lane, Swastika, Ontario, P0K 1T0 to 100 Bass Pro Mills Drive, Suite 49, Vaughan, Ontario, L4K 5X1;
- (5) to re-approve the Corporation's stock option plan;
- (6) to consider and, if deemed appropriate, pass with or without variation, an ordinary resolution approving, ratifying, and confirming all acts, proceedings, contracts, appointments, elections, payments and by-laws, done, instituted, made and enacted by the directors and officers of the Corporation since the date of the last annual meeting of the Corporation, being July 10, 2015, as the same are set out or referred to in the resolutions of the directors or in the financial statements or otherwise properly enacted, passed, made, done or taken, as more fully described in the Circular; and
- (7) to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Accompanying this Notice of Meeting is the Management Information Circular, a form of proxy and a financial statement request form.

Registered shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out therein and in the Management Information Circular accompanying this Notice of Meeting. A proxy will not be valid unless it is received by Capital Transfer Agency Inc., 121 Richmond St. W., Ste 401, Toronto, ON M5H 2K1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof. The chairman of the Meeting has the discretion to accept proxies received after that time.

**DATED** at Toronto, Ontario, this 29<sup>th</sup> day of August, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"John Rapski"*

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John Rapski

President, Chief Executive Officer and Director

*If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your common shares not being eligible to be voted by proxy at the Meeting.*