

BELGRAVIA
CAPITAL INTERNATIONAL

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON APRIL 26, 2018**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares of Belgravia Capital International Inc. (the “**Company**” or “**Belgravia Capital**” or “**Belgravia**”) will be held at the offices of DLA Piper LLP, 100 King Street West, 60th Floor, Toronto, Ontario, M5X 1E2 on Thursday, April 26, 2018 at 2:00 p.m. (EST), for the following purposes:

1. to receive the Company’s consolidated audited financial statements for the fiscal year ended December 31, 2017, together with the report of the auditor thereon;
2. to elect the Company’s board of directors for the ensuing year;
3. to appoint Davidson & Company LLP as auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. to consider, and if deemed advisable, pass, with or without variation, a resolution to approve the Deferred Share Unit Plan; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular (the “**Circular**”). The Circular is deemed to form part of this notice of Meeting. Belgravia Capital is using the notice and access (“**Notice and Access**”) method for delivering this notice and the Circular to Shareholders. As described in the Notice and Access notification mailed to Shareholders, this notice and the Circular will be available on the Belgravia Capital website at <http://www.belgaviacapital.ca/annualmeeting2018/> and on SEDAR under Belgravia Capital’s profile at www.sedar.com. Alternatively, you may request a copy of this notice and the Circular be mailed to you by calling the toll-free telephone in North American at 1-888-307-0985 or outside North American at 647-715-0985.

We value your opinion and participation in the Meeting as a shareholder of the Company. Please read the Circular carefully before you vote on the matters being transacted at the Meeting. It is important that you exercise your vote, either in person at the Meeting, by telephone, internet, using your Smartphone or by completing and returning the form of proxy or voting instruction form.

As provided in the *Canada Business Corporations Act*, shareholders registered on the books of the Company at the close of business on March 14, 2018, are entitled to notice, and to vote at the Meeting. To be effective, the form of proxy or voting instruction form must be deposited with the Company’s transfer agent, Computershare Trust Company of Canada by 2:00 pm (EST) on April 24, 2018, or not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof.

DATED at Toronto, Ontario as of the 16th day of March, 2018.

By Order of the Board of Directors



Mehdi Azodi
Chief Executive Officer