



**THE DELMA GROUP INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF  
THE SHAREHOLDERS TO BE HELD ON**

**SEPTEMBER 27, 2019**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the holders of class A common shares and class B shares of The Delma Group Inc. (“**Delma**” or the “**Corporation**”) will be held at the offices of BCF LLP at 2500-1100 boulevard René-Lévesque West, Montreal, Québec, on September 27, 2019 at 10:00 a.m. (Montreal Time) for the following purposes:

1. to receive the financial statements of the Corporation for the year ended December 31, 2018, and the auditors’ report thereon;
2. to elect the directors for the ensuing year;
3. to re-appoint Raymond Chabot Grant Thornton LLP, Chartered Accountants (“**RCGT**”) as auditors for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider, and, if thought advisable, to adopt, with or without variation, a special resolution in the form attached as Schedule A to the accompanying circular, authorizing the Board of Directors of The Delma Group Inc. to file articles of amendment in order to change the name of the Corporation;
5. to consider, and, if thought advisable, to adopt, with or without variation, a special resolution in the form attached as Schedule B to the accompanying circular, for the Corporation to be authorized to amend its articles under Section 173 of the Canada Business Corporations Act; and
6. to transact such further and other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Holders of Shares at the close of business on August 16, 2019 (the “**Record Date**”) will be entitled to notice of, and to attend and vote at, the Meeting or any adjournments thereof.

Delma Shareholders who are unable to attend the Meeting should complete, sign, date and return the enclosed form of proxy to TSX Trust Company by mail or delivery to 100 Adelaide West, Suite 301, Toronto, M5H 4H1 or by fax 416-595-9593, not later than 10:00 a.m. (Montreal time) on September 25, 2019 or, if the Meeting is adjourned, not later than 4:30 p.m. (Montreal time) on the last business day preceding such adjourned meeting.

If you are a non-registered Delma Shareholder and have received these materials through your broker or another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or such other intermediary.

The instrument of proxy shall be in writing and shall be executed by the Delma Shareholder or such shareholder’s attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and/or officers of Delma. Each Delma Shareholder has the right to appoint a proxy holder other than such persons, who need not be a Delma Shareholder, to attend and to act for such shareholder and on such shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.

Dated at Montreal, Quebec, on August 29, 2019.

**BY ORDER OF THE BOARD OF  
DIRECTORS OF THE DELMA GROUP  
INC.**

(s) Yves Séguin  
Chairman of the Board