

# GENCAN CAPITAL INC.

106 Avenue Road, Toronto, Ontario, M5R 2H3

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of GENCAN CAPITAL INC. (*the "Corporation"*) will be held at the Toronto Don Valley Hotel & Suites, 175 Wynford Drive, Toronto, Ontario, Canada on Wednesday, March 16, 2016 at the hour of 9:00 a.m., local time, for the following purposes:

1. To elect Directors;
2. To appoint Auditors;
3. To authorize the Directors to fix the remuneration of the auditors; and
4. To transact such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

The Corporation's 2015 Financial Statements contain the audited consolidated financial statements of the Corporation for the year ended September 30, 2015, together with the report of the auditors thereon. The Management Information Circular (the "Circular") and form of proxy for the common shares of the Company are enclosed with this Notice of Annual Meeting. The Circular provides additional information concerning the matters to be dealt with at the meeting. If you are unable to be present at the meeting, please exercise your right to vote by signing and returning the enclosed form of proxy to Computershare, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, so as to arrive not later than 4:00 p.m. (Toronto time) on March 14, 2016 or, if the meeting is adjourned or postponed, 48 hours (excluding Saturdays and holidays) before any adjourned or postponed meeting.

DATED at Toronto, this 21<sup>st</sup> day of January, 2016.

**BY ORDER OF THE BOARD OF DIRECTORS**

*Signed "Mark I. Litwin"*

**MARK I. LITWIN  
PRESIDENT & CHIEF EXECUTIVE OFFICER**

### **NOTES:**

- (1) ONLY HOLDERS OF COMMON shares of the Corporation of record at the close of business on January 18, 2016 (*the "Record Date"*) will be entitled to vote at the meeting.
- (2) Shareholders of the voting class of shares who are unable to be present personally at the meeting are requested to sign and return, in the envelope provided for that purpose, the accompanying form of proxy for use at the meeting.