

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 8, 2017 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 2016 Financial Statements contain the audited financial statements of the Corporation for the year ended September 30, 2016, together with the report of the auditors thereon. The Management Information Circular (the "Circular") and form of proxy for the common shares of the Corporation ("Common Shares") 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, 8th Floor, Toronto, Ontario, M5J 2Y1, so as to arrive not later than 9:00 a.m. (Toronto time) on March 6, 2017 or, if the meeting is adjourned or postponed, 48 hours (excluding Saturdays and holidays) before any adjourned or postponed meeting.

DATED at Toronto, this 18th day of January, 2017.

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 record at the close of business on January 13, 2017 (*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. If you are not registered as the holder of your Common Shares but hold your shares through a broker or other intermediary, you should follow the instructions provided by your broker or other intermediary to vote your Common Shares. See the section in the accompanying Circular entitled "*Advice to Beneficial Shareholders*" for further information on how to vote your Common Shares.