

**GENCAN CAPITAL INC.**  
106 Avenue Road, Toronto, Ontario M5R 2H3

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**  
**to be held on Thursday June 28, 2018**

**TAKE NOTICE** that a special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of Gencan Capital Inc. ("**Gencan**" or the "**Corporation**") will be held at Toronto Don Valley Hotel & Suites, 175 Wynford Drive, Toronto, Ontario, M3C 1J3, on Thursday June 28, 2018 at 9:00 a.m. (EST) for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving the sale of certain assets of Gencan to Highroad Estates Inc. ("**Highroad**"), as more particularly described in the purchase and sale agreement (the "**Purchase and Sale Agreement**") dated May 29, 2018 between Gencan and Highroad, on the terms and conditions set forth in the Purchase and Sale Agreement, which represents the sale of all or substantially all of the assets of Gencan; and
2. to transact such other business as may properly come before the Meeting or any postponement or adjournments thereof.

The notice of meeting (the "**Notice**") and management information circular (the "**Information Circular**"), dated May 29, 2018, in respect of the Meeting, have been posted and are available for review on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**Shareholders are reminded to review the Information Circular carefully before voting as the Information Circular has been prepared to help you make an informed decision.**

Registered Shareholders may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting, or any adjournment or postponement thereof, in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the form of proxy must be received by Computershare at its offices at 100 University Avenue, 8th Floor, North Tower, Toronto, ON, M5J 2Y1 (according to the instructions on the proxy), not less than forty-eight (48) hours (other than a Saturday, Sunday or holiday) immediately preceding the date of the Meeting (as it may be adjourned or postponed from time to time).

If you are a nonregistered holder of Common Shares and have received these materials through your broker or through another intermediary, please follow the instructions set out in the voting instruction form or other instructions received from the financial intermediary to ensure that your common shares will be voted at the Meeting.

In order to be valid for use at the Meeting, proxies must be received by Computershare by 9:00 a.m. (EST) on June 26, 2018 or, if the Meeting is adjourned or postponed, 48 hours prior to the time to which the Meeting has been adjourned or postponed, excluding Saturdays, Sundays and holidays. The chair of the Meeting may waive or extend the proxy cut-off without notice. Beneficial Shareholders of Gencan who receive these materials through their broker or other intermediary should carefully follow the instructions provided by their broker or intermediary.

**DATED** at Toronto, Ontario this 29<sup>th</sup> day of May, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) "*Mark Litwin*"

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Mark Litwin  
President and Chief Executive Officer