
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of IBI Group Inc. (the “**Corporation**”) will be held at the head office of the Corporation, Suite 700, 55 St. Clair Avenue West, Toronto, Ontario, M4V 2Y7 on Friday, the 10th day of May, 2019 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the consolidated financial statements of IBI Group Inc. for the fiscal year ended December 31, 2018, together with the auditors’ report thereon;
2. to elect directors of the Corporation;
3. to appoint KPMG LLP as auditors of the Corporation and to authorize the directors of the Corporation to fix their remuneration;
4. to consider, and if deemed advisable, pass an ordinary resolution confirming an amendment to By-law No.1 to increase quorum requirements for meetings of Shareholders from 10% to two persons present in person and holding or representing by proxy not less than in the aggregate 25% of the votes attached to all of the Shares of the Corporation then outstanding and entitled to vote at the meeting;
5. to consider, and if deemed advisable, pass an ordinary resolution confirming By-law No. 3, being an Advance Notice By-law, to provide a framework for the advance notice by Shareholders intending to nominate directors;
6. to consider, and if deemed advisable, pass an ordinary resolution confirming in a non-binding, advisory capacity the Corporation’s approach to executive compensation policies (Say on Pay); and
7. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

Copies of the Circular and form of proxy accompany this notice. The specific details of the matters proposed to be put before Shareholders at the Meeting are set forth in the Circular. Shareholders are directed to read the Circular carefully in evaluating the matters for consideration at the Meeting.

Only Shareholders of record as at April 2, 2019 are entitled to vote their shares at the Meeting, or at any adjournment thereof, either in person or by proxy.

Shareholders who are unable to attend the Meeting in person are requested to complete, sign and date the accompanying form of proxy in accordance with the instructions provided therein and in the Circular and return it in accordance with the instructions and timelines set forth in the Circular.

DATED this 17th day of April, 2019.

By order of the Board of Directors,
(Signed) “*Dale Richmond*”
Chair of the Board of Directors