

MCAN MORTGAGE CORPORATION

Notice of Annual and Special Meeting of Shareholders

The Annual and Special Meeting of Shareholders of MCAN Mortgage Corporation (the “**Meeting**”) will be held

on **Tuesday, May 9, 2017,**

at **4:30 p.m. (Toronto time),**

at **St. Andrew’s Club and Conference Centre
150 King Street West
27th Floor
Toronto, Ontario,**

for the following purposes:

1. to receive the annual financial statements for the fiscal year ended December 31, 2016 and the auditors’ report thereon;
2. to consider, and if deemed advisable, pass a special resolution confirming an amendment to section 3.01 of By-law No. Eight;
3. to elect the board of directors;
4. to appoint the auditors; and
5. to consider such other business as may properly be brought before the Meeting or at any postponement or adjournment thereof.

Our Management Information Circular (the “**Circular**”) provides additional information on the matters to be dealt with at the Meeting and forms part of this notice.

Shareholders who cannot attend the Meeting in person may vote by proxy. Instructions on how to complete and return the form of proxy enclosed herewith are set out in the Circular. To be valid, a proxy must be received by our transfer agent, Computershare Trust Company of Canada, at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 in the postage prepaid envelope provided, or by fax at 1-866-249-7775 or (416) 263-9524, no later than 5:00 p.m. (Toronto time) on Friday, May 5, 2017, or at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any postponement or adjournment of the Meeting.

By Order of the Board of Directors



Sylvia Pinto
Corporate Secretary

March 10, 2017