

## FOUNTAIN ASSET CORP.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY given that the Annual General and Special Meeting (the "**Meeting**") of the holders (the "**Shareholders**") of the subordinate voting shares and the multiple voting shares of Fountain Asset Corp. (formerly GC-Global Capital Corp.) (the "**Company**" or "**Fountain Asset**") will be held on Friday, August 9, 2017 at the hour of 10:00 a.m., at McMillan LLP, 181 Bay Street, Suite 4400, Toronto, Ontario. The purpose of the meeting is to:

1. TO RECEIVE the 2016 Report of the Directors, the financial statements of the Company for the year ended December 31, 2016 and the auditor's report thereon;
2. TO RE-APPOINT Collins Barrow Toronto LLP, Toronto, Ontario as auditors of the Company and to authorize the directors to fix the remuneration of the auditors;
3. TO ELECT five directors to hold office until the next Annual General Meeting; and
4. TO CONSIDER and, if thought fit, to pass an ordinary resolution approving the Company's Stock Option Plan as more fully set forth in the accompanying Information Circular.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice.

A form of proxy accompanies this Notice. If you are a registered holder of the shares of the Company, whether or not you are able to attend the meeting in person, the accompanying form of proxy should be completed, signed, dated and returned at your earliest convenience in the envelope provided. To be effective, the proxy must be returned to TMX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, Attention: Proxy Department, not later than 10:00 a.m. on Friday, August 7, 2017 or delivered to the Chairman of the Meeting prior to the commencement of the Meeting. If you are able to attend the Meeting, sending your proxy will not prevent you from voting in person.

If you are a non-registered holder of the shares of the Company and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with instructions provided to you by your broker or such other intermediary.

#### BY ORDER OF THE BOARD OF DIRECTORS

Dated June 30, 2017

*"Jason G. Ewart"* (signed)

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**Jason G. Ewart**  
Chief Executive Officer