

**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. (the "**Company**" or "**Fountain Asset**") will be held on July 10, 2018 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 audited consolidated financial statements of the Company for the years ended December 31, 2017 and 2016 and the auditor's report thereon;
2. TO APPOINT MNP LLP as auditors of the Company and to authorize the directors to fix their remuneration;
3. TO ELECT the directors of the Company for the ensuing year; and
4. TO CONSIDER and, if thought fit, to pass an ordinary resolution approving, ratifying and confirming an amended and restated stock option plan as more fully set forth in the accompanying management information circular under the heading "*Particulars Of Other Matters To Be Acted Upon - Approval of Amended and Restated Stock Option Plan*".

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 Shareholder, whether or not you are able to attend the Meeting in person, the accompanying form of proxy should be completed, signed, dated and returned to TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Attention: Proxy Department, not later than 10:00 a.m. on July 6, 2018 or, if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjourned meeting.

If you are a non-registered Shareholder 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 11, 2018

"Andrew Parks" (signed)

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**Andrew Parks**  
Chief Executive Officer