

**CROWN CAPITAL PARTNERS INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 5, 2020**

**TO THE SHAREHOLDERS OF CROWN CAPITAL PARTNERS INC.**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) in the capital of Crown Capital Partners Inc. (“**Crown**” or the “**Corporation**”) will be held in the Management Suite at Vantage Venues, 27<sup>th</sup> floor, 150 King Street West, Toronto, Ontario at 4:00 p.m. (Toronto time) on May 5, 2020 for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 31, 2019 and the report of the auditors thereon;
2. to appoint KPMG LLP as auditors of the Corporation for the ensuing year;
3. to elect the directors of the Corporation for the ensuing year;
4. to consider and, if thought appropriate, to pass a special resolution approving a reduction in the stated capital of Crown and to have a related credit to the contributed surplus account; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

**COVID-19 Planning – Crown currently intends to hold the Meeting in person. However, in light of the evolving coronavirus (COVID-19) situation, Crown encourages its Shareholders to vote in advance of the Meeting by proxy or online rather than attending in person. Crown is actively monitoring the COVID-19 situation and is sensitive to the public health and travel concerns Shareholders may have and the protocols that federal, provincial, and local governments may impose. In the event it is not possible or advisable to hold the Meeting in person, Crown will announce alternative arrangements for the Meeting as promptly as practicable. The Corporation will not be hosting a reception in connection with the Meeting. Please monitor Crown’s website at [crowncapital.ca](http://crowncapital.ca) for updated information.**

Shareholders should refer to the information circular accompanying this Notice of Annual and Special Meeting of Shareholders for more detailed information with respect to the matters to be considered at the Meeting.

**If you are a registered Shareholder** and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to TSX Trust Company, the registrar and transfer agent of the Corporation, at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Attention: Proxy Department, or by fax to 1-416-595-9593, by no later than 4:00 p.m. (Toronto time) on May 1, 2020 or two business days preceding the date of any adjournment or postponement.

**If you are not a registered Shareholder** and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

The board of directors of the Corporation has fixed March 26, 2019 as the record date (the “**Record Date**”) for the Meeting. Shareholders of record at the close of business on the Record Date are entitled to notice of the Meeting and to vote thereat or at any adjournment(s) or postponement(s) thereof on the basis of one vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than 10 days before the Meeting, that his or her name be included on the list of persons entitled to vote at the Meeting, in which case, the transferee shall be entitled to vote such Common Shares at the Meeting. The transfer books will not be closed.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) “*Christopher Johnson*”

Christopher Johnson  
President & Chief Executive Officer

March 25, 2020