

**CROWN CAPITAL PARTNERS INC.
NOTICE OF MEETING OF HOLDERS OF THE
10% UNSECURED SUBORDINATED DEBENTURES
DUE DECEMBER 31, 2024**

TO BE HELD ON OCTOBER 18, 2024

TO THE DEBENTUREHOLDERS:

Notice is hereby given that a meeting (the “**Meeting**”) of the holders (the “**Debentureholders**”) of the 10% Unsecured Subordinated Debentures due December 31, 2024 (the “**Debentures**”) of Crown Capital Partners Inc. (the “**Corporation**”) will be held at the offices of the Corporation located at 33 Yonge Street, Suite 901, Toronto, Ontario, M5E 1G4 on October 18, 2024 at 10:00 a.m. (Eastern Time) for the following purposes:

1. to consider, and if deemed appropriate, to approve an extraordinary resolution (the “**Debentureholder Resolution**”) in the form attached as Appendix “A” to the management information circular (the “**Circular**”) accompanying this Notice of Meeting of Debentureholders, which will:
 - (i) approve certain amendments (the “**Debenture Amendments**”) to the amended and restated trust indenture dated June 30, 2023 (the “**Indenture**”) between the Corporation and TSX Trust Company (the “**Debenture Trustee**”) and to the Debentures and will authorize the Debenture Trustee to enter into a second amended and restated trust indenture between the Corporation and the Debenture Trustee, on or about the fifth trading day following the approval of the Debentureholder Resolution, which will embody the Debenture Amendments (the “**Amended Indenture**”); and
 - (ii) waive the default by the Corporation under the Indenture for the failure to make the interest payment on the Debentures (the “**Deferred Interest Payment**”) due on June 30, 2024 (the “**Default Waiver**”), subject to the requirement that the Corporation make the Deferred Interest Payment to Debentureholders within 60 days of the approval of the Debentureholder Resolution;
2. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

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

The Debentureholder Resolution, if approved by the votes of Debentureholders holding not less than 66 2/3% of the principal amount of the Debentures present or represented by proxy at the Meeting, or any adjournment thereof, in accordance with the provisions of the Indenture, will be binding upon the Debentureholders, whether present at or absent from the Meeting or whether or not they consented to the Debentureholder Resolution. Accordingly, it is important that your Debentures be represented and voted whether or not you plan to attend the Meeting in person or that you submit your proxy or voting instruction form containing your consent.

The Board of Directors of the Corporation has established the record date for the Meeting as the close of business on September 5, 2024 (the “**Record Date**”). Only Debentureholders of record at the close of business on the Record Date will be entitled to receive notice of the Meeting or any adjournment thereof, and to vote at the Meeting or any adjournment thereof or to appoint or revoke a proxy. No Debentureholder becoming a Debentureholder of record after the Record Date will be entitled to vote at the Meeting or any adjournment thereof.

The quorum requirements of the Indenture will be satisfied by one Debentureholder present in person or represented by proxy and Debentureholders representing at least 20% of the principal amount of the Debentures outstanding on the date of the Meeting. If a quorum is not present in person or by proxy within 30 minutes after the time appointed for the Meeting, the Meeting, if summoned by the Debentureholders or pursuant to a request of a Debentureholder, shall be dissolved, but in any other case the meeting shall be adjourned to the same day in the next week (unless such day is not a business day in which case it shall be adjourned to the first business day thereafter) at the same time and place and no notice shall be required to be given with respect to such adjourned meeting. At the adjourned meeting, the Debentureholders present in person or represented by proxy shall constitute a quorum, even if they hold less than 20% of the outstanding principal amount.

The Debentures have been issued in the form of a global book-entry only certificate registered in the name of CDS & Co. (“CDS”), and as such, CDS is the sole registered Debentureholder. However, CDS, or its duly appointed proxyholders, may only vote the Debentures in accordance with instructions received from the Beneficial Debentureholders (as defined in the Circular). Beneficial Debentureholders as of the Record Date wishing to vote their Debentures at the Meeting must provide instructions to their broker or other intermediary through which they hold their Debentures in sufficient time prior to the deadline for depositing proxies for the Meeting to permit their broker or other nominee to instruct CDS, or its duly appointed proxyholders, as to how to vote their Debentures at the Meeting.

Please review the Circular carefully and in full prior to voting, as the Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Circular is available under the Corporation’s SEDAR+ profile at www.sedarplus.ca.

Debentureholders must complete the Form of Proxy or Voting Instruction Form as instructed on the Form of Proxy/Voting Instruction Form and described in the Circular. To be valid, the Form of Proxy or Voting Instruction Form must be received by TSX Trust Company no later than 10:00 a.m. (Eastern Time) on October 16, 2024, or if the Meeting is adjourned, no later than 10:00 a.m. (Eastern Time) on the last business day preceding the day to which the Meeting is adjourned.

If you have any questions or require more information with regard to voting your Debentures please contact the Corporation at Suite 19-131, 700 – 2nd Street S.W., Calgary, Alberta, T2P 2W2, Attention: Michael Overvelde, or by telephone at 416-640-6887 or by e-mail at michael.overvelde@crowncapital.ca.

CROWN CAPITAL PARTNERS INC.

(Signed) “*Christopher Johnson*”

Christopher Johnson
President and Chief Executive Officer

September 10, 2024