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**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS**

Annual and Special Meeting of Shareholders  
to be held on June 26, 2019





## TRICON CAPITAL GROUP INC.

### NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

#### Annual and Special Meeting of Shareholders to be held on June 26, 2019

You are receiving this notification as Tricon Capital Group Inc. (the “Company”) has elected to use the notice and access system for delivery of meeting materials to its shareholders in respect of its annual meeting of shareholders to be held on June 26, 2019 (the “Meeting”). Under the notice and access system, shareholders continue to receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. However, instead of receiving paper copies of the Company’s management information circular (the “Information Circular”) and related materials (collectively, the “Meeting Materials”), shareholders receive this notice with information on how they may access the Meeting Materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the Company’s printing and mailing costs.

#### MEETING DATE AND LOCATION

**When:** Wednesday, June 26, 2019  
10:00 a.m. (Toronto Time)

**Where:** Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, Ontario

#### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS

- **ELECTION OF DIRECTORS:** To elect directors for the coming year. See the section entitled *Business of the Meeting – Election of Directors* in the Information Circular.
- **APPOINTMENT OF AUDITOR:** To reappoint PricewaterhouseCoopers LLC as the Company’s auditor for the coming year and to authorize the directors to fix their remuneration. See the section entitled *Business of the Meeting – Appointment and Remuneration of Auditor* in the Information Circular.
- **CONTINUE, AMEND AND RESTATE RIGHTS PLAN:** To consider, and if deemed advisable, to pass a resolution, the full text of which is attached as Appendix C to the Information Circular, with or without variation, to continue, amend and restate the Company’s shareholder rights plan.
- **OTHER BUSINESS:** To transact such other business as may properly come before the Meeting or any adjournment thereof.

#### SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS PRIOR TO VOTING.

## **WHERE MEETING MATERIALS ARE POSTED**

The Meeting Materials can be viewed online under the Company's profile at [www.sedar.com](http://www.sedar.com) or at <https://docs.tsxtrust.com/2026>.

## **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

If you wish to receive paper copies of the Meeting Materials (at no cost) or have questions about notice and access, please call 1-866-600-5869. Requests for Meeting Materials may be made up to one year from the date the Information Circular is filed on SEDAR. In order to receive a paper copy of the Meeting Materials in advance of the proxy cut-off time for the Meeting, your request should be received by June 14, 2019.

The Company has determined that those shareholders with existing instructions on their account to receive paper materials will receive a paper copy of the Meeting Materials.

## **VOTING INSTRUCTIONS**

You are asked to follow the voting instructions accompanying the enclosed proxy or voting instruction form, as applicable.

**DATED** at Toronto, Ontario, this 6th day of May, 2019.

## **BY ORDER OF THE BOARD OF DIRECTORS**

*"David Veneziano"*

Executive Vice President and General Counsel  
Tricon Capital Group Inc.



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