

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

### When:

Wednesday, June 26, 2019 at  
10:00 a.m. (Toronto time)

### Where:

Bay Adelaide Centre, 333 Bay Street, Suite 3400  
in Toronto, Ontario

### Business of the Meeting

1. Receive the financial statements of Tricon Capital Group Inc. (the “**Company**”) for the 12-month period ended December 31, 2018, together with the auditor’s report thereon;
2. Elect Directors of the Company for the ensuing year;
3. Appoint the auditor of the Company and authorize the Board of Directors to fix their remuneration;
4. 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; and
5. Transact any other business which may properly come before the annual and special meeting (the “**Meeting**”) of holders of the Company’s common shares (“**Shareholders**”).

### Your Vote is Important

If you held common shares of the Company (“**Common Shares**”) on May 6, 2019, you are entitled to receive notice and to vote on each of the matters listed above to be voted on at the Meeting.

Shareholders are encouraged to express their vote in person at the Meeting or in advance by completing a form of proxy or voting instruction form. Detailed voting instructions can be found starting on page 6 of the accompanying management information circular (“**Information Circular**”).

### Meeting Materials

This year, the Company is again using notice-and-access delivery to furnish the Notice of Meeting and Information Circular (the “**Meeting Materials**”) to Shareholders electronically. Therefore, instead of receiving the Meeting Materials by mail, you can view them online under the Company’s profile at [www.sedar.com](http://www.sedar.com) or at <https://docs.tsxtrust.com/2026>. Requests for paper copies of the Meeting Materials may be made, at no charge, up to one year from the date the Information Circular is filed on SEDAR, by calling 1-866-600-5869.

The Company believes that this delivery process will expedite Shareholders’ receipt of proxy materials and both lower the costs and reduce the environmental impact of the Meeting.

By order of the Board of Directors

*“David Veneziano”*

**David Veneziano**

Executive Vice President and General Counsel

Toronto, Ontario, Canada

May 6, 2019