

**RICHMOND ROAD CAPITAL CORP.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON WEDNESDAY, JULY 4, 2017**

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Richmond Road Capital Corp. (the “**Corporation**”) will be held at the offices of Borden Ladner Gervais LLP, at 1900, 520 – 3rd Avenue S.W., Calgary, Alberta T2P 0R3, at 10:00 a.m. (Calgary time) on Tuesday, July 4, 2017, for the following purposes:

1. to receive the audited financial statements of the Corporation as at and for the financial year ended September 30, 2016, together with the notes thereto and the auditors’ report thereon;
2. to elect the board of directors of the Corporation (the “**Board**”) to hold office until the next annual meeting of Shareholders or until their successors are elected or appointed;
3. to elect, conditional upon, and effective as of the Completion of the Qualifying Transaction (as such term is defined in TSX Venture Exchange Policy 2.4 – *Capital Pool Companies*), Jason Krueger to the Board to hold office until the next annual meeting of Shareholders or until his successor is elected or appointed;
4. to approve the re-appointment of MNP LLP as auditors of the Corporation for the ensuing year at such remuneration as may be fixed by the Board;
5. to consider, and, if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying management information circular (“**Information Circular**”) prepared for the purposes of the Meeting, approving the Corporation’s stock option plan;
6. to consider, and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the accompanying Information Circular prepared for the purposes of the Meeting, authorizing the change of name of the Corporation to such other name as the Board, in their sole discretion and subject to applicable regulatory approval, determines to be appropriate;
7. to consider, and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the accompanying Information Circular prepared for the purposes of the Meeting, approving an amendment to the articles of incorporation of the Corporation to consolidate the issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for up to every thirty (30) pre-consolidation Common Shares;
8. to consider and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the accompanying Information Circular, to approve the continuance (the “**Continuance**”) of the Corporation under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) from under the *Business Corporations Act* (Alberta), to authorize the Corporation’s board of directors to adopt articles that comply with the terms of the BCBCA and correspondingly repeal the existing by-law of the Corporation in connection with the Continuance; and
9. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the Information Circular of the Corporation accompanying this Notice of Annual General and Special Meeting.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is June 5, 2017 (the “**Record Date**”).

**If you are unable to attend the Meeting in person we request that you date, sign and return the enclosed form of proxy to Richmond Road Capital Corp.’s transfer agent, Computershare Trust Company of Canada, 8<sup>th</sup> Floor, 100 University Avenue, North Tower, Toronto, Ontario M5J 2Y1, Attention: Proxy Department in the enclosed self-addressed envelope not later than 10:00 a.m. (Calgary time) on Friday June 30, 2017 or not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment of the meeting.**

**If you are a non-registered holder of Common Shares and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.**

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Annual General and Special Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

**DATED** this 13<sup>th</sup> day of June, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
RICHMOND ROAD CAPITAL CORP.**

(signed) "*Michael E. Doyle*"  
President, Chief Executive Officer and Director  
Richmond Road Capital Corp.