

CR CAPITAL CORP.
2100 - 1 Adelaide Street East
Toronto, Ontario
M5C 2V9

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of CR Capital Corp. (the “**Corporation**”) will be held at the offices of the Corporation at 1 Adelaide Street East, Suite 2100, Toronto, Ontario at 10:00 a.m. (Toronto time) on Thursday, June 26, 2017 for the following purposes:

1. to receive the audited annual financial statements of the Corporation for the financial year ended December 31, 2016 together with the report of the auditor thereon;
2. to elect directors of the Corporation to hold office until the close of the next annual meeting of the shareholders of the Corporation or until their successors shall be elected or appointed;
3. to re-appoint the auditor of the Corporation, to hold office until the close of the next annual meeting of the shareholders of the Corporation or until a successor is appointed, and to authorize the directors of the Corporation to fix the remuneration of the auditor;
4. to authorize a stock option plan for the Corporation and to set the number of common shares of the Corporation (“**Common Shares**”) issuable thereunder at 10% of the number of issued and outstanding Common Shares from time to time;
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the accompanying management information circular.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 15, 2017 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Notice-and-Access

The Corporation is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument 51-102 – Continuous Disclosure Obligations, for distribution of Meeting materials to registered and beneficial Shareholders.

The Notice-and-Access Provisions are a new set of rules that allows reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Corporation for the year ended December 31, 2016 (“**Financial Statements**”) and management’s discussion and analysis of the Corporation’s results of operations and financial condition for 2016 (“**MD&A**”) will be posted on the TSX Trust Company website – <http://noticeinsite.tsxtrust.com/CRCapitalASM2017>. The proxy-related materials will also be available on SEDAR at www.sedar.com. The Corporation will not use procedures known as “stratification” in relation to the use of the Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Management Information Circular

to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Obtaining Paper Copies of Materials

The Corporation anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call the Corporation's transfer agent TSX Trust Company toll-free at 1-866-393-4891. Shareholders may also obtain paper copies of the Circular, Financial Statements and MD&A free of charge by contacting the Corporation at 416-849-7773 or upon request to the Corporation's Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or TSX Trust Company by June 15, 2017 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A "beneficial" or "non-registered" Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with TSX Trust Company (in the case of registered holders) at Suite 300, 200 University Avenue, Toronto, Ontario M5H 4H1, Fax: 416.595.9593, no later than 48 hours (excluding Saturdays, Sundays and Statutory holidays in the city of Toronto prior to the time set for the Meeting or any adjournments or postponements thereof (the "Proxy Deadline"), failing which such votes may not be counted, or your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. **SHAREHOLDERS ARE REMINDED TO REVIEW THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR BEFORE VOTING.**

DATED at Toronto, Ontario as of the 15th day of May 2017.

BY ORDER OF THE BOARD

(Signed) Brian Howlett
President and Chief Executive Officer