



DIFFERENCE CAPITAL FINANCIAL INC.

*Wilbeoer Dellelce Place, 6th Floor
365 Bay Street
Toronto, Ontario, M5H 2V1*

NOTICE OF MEETING

TO: The Shareholders of Difference Capital Financial Inc.

NOTICE IS HEREBY GIVEN THAT an annual meeting (the “**Meeting**”) of the holders of the common shares (the “**Common Shares**”) in the capital of Difference Capital Financial Inc. (the “**Company**”) will be held at the offices of Wilbeoer Dellelce LLP, Wilbeoer Dellelce Place, 6th Floor, 365 Bay Street, Toronto, Ontario, M5H 2V1 on June 28, 2017, at 11:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited financial statements together with the report of the auditors thereon for the Company’s financial year ended December 31, 2016;
2. to elect directors for the ensuing year;
3. to reappoint Ernst & Young LLP, Chartered Accounts, as auditors of the Company for the ensuing year; and
4. to transact such other business as may properly come before the Meeting and any adjournment(s) or postponement(s) thereof.

The accompanying management information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also accompanying this notice of the Meeting is a form of proxy and a supplemental mailing return card.

Only holders of Common Shares (the “**Shareholders**”) of record at the close of business on May 2, 2017 (the “**Record Date**”) will be entitled to receive notice of, to attend, and to vote at, the Meeting. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice of the Meeting.

DATED as of the 30th day of May, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Henry Kneis"

Chief Executive Officer

If you are a non-registered Shareholder and received these materials through your broker or through another intermediary, please complete and return the appropriate documents in accordance with the instructions provided to you by your broker or by such other intermediary. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.