

TORRENT CAPITAL LTD.

NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Torrent Capital Ltd. (the “**Corporation**”) will be held at the offices of Numus Financial, the Corporation’s head office, located at Suite 2001 – 1969 Upper Water Street, Purdy’s Wharf II, Halifax, Nova Scotia, B3J 3R7, on Thursday, June 29, 2017 at 2:00 p.m. (Halifax time) for the following purposes:

1. to receive the annual financial statements of the Corporation for the fiscal year ended December 31, 2016, together with the report of the auditors thereon;
2. to elect directors of the Corporation;
3. to appoint MNP LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
4. to consider and, if thought appropriate, pass, with or without variation, a resolution ratifying the Corporation’s rolling stock option plan;
5. to consider and, if thought appropriate, pass, with or without variation, a resolution ratifying the Corporation’s restricted share unit plan; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

This Notice, the accompanying management information circular dated May 30, 2017 and form of proxy (the “**Proxy**”) are provided in connection with the Meeting that has been called by the Board of Directors of the Corporation. The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular which forms part of this Notice. A holder of common shares (the “**Common Shares**”) of record at the close of business on Tuesday, May 30, 2017 will be entitled to vote at the Meeting. All Shareholders are cordially invited to attend the Meeting.

Shareholders who are unable to be present at the Meeting are urged to sign the enclosed Proxy and return it in the envelope provided for that purpose. To be effective, the Proxy must be received at the offices of the Corporation’s transfer agent, TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, online or by facsimile at (416) 595-9593, by not later than 2:00 p.m. (Halifax time) on the 27th day of June, 2017 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays or holidays, preceding the time of such adjourned Meeting.

Copies of: (a) this Notice of Meeting; (b) the Circular; and (c) the Proxy as well as instructions in relation thereto may be obtained at the Corporation’s head office located at Suite 2001 – 1969 Upper Water Street, Purdy’s Wharf II, Halifax, Nova Scotia, B3J 3R7.

By order of the Board of Directors of Torrent Capital Ltd.

“Philip Armstrong”

Philip Armstrong

Board Chairman

Dated at Halifax, Nova Scotia this 30th day of May, 2017