

CLUNY CAPITAL CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of common shares of Cluny Capital Corp. (the “**Corporation**”) will be held at the offices of Gowling WLG (Canada) LLP, 100 King Street West, Suite 1600, Toronto, Ontario, M5X 1G5 on July 12, 2017 at 1:00 p.m. (Toronto time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2016, together with the notes thereto and the report of the auditors thereon;
2. to elect the board of directors of the Corporation (the “**Board**”) to hold office from the close of the Meeting until the next annual meeting of Shareholders or until their successors are elected or appointed;
3. to approve the appointment of Collins Barrow Toronto LLP, Chartered Accountants as auditors of the Corporation for the ensuing year at such remuneration as may be fixed by the Board;
4. 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 Information Circular, to approve the Corporation’s stock option plan; and
5. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

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

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is June 5, 2017. Shareholders of the Corporation whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

A registered shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, execute and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or to be deposited with TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, not later than 1:00 p.m. (Toronto time) on July 10, 2017 or, if the Meeting is adjourned, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof.

If you are a non-registered shareholder and receive these materials through your broker or through another intermediary, please complete and return the request for voting instructions provided to you by your broker or intermediary in accordance with the instructions provided.

The persons named in the enclosed form of proxy are each a director and/or officer of the Corporation. Every shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons designated in the enclosed form of proxy. If the shareholder wishes to appoint a person or company other than the persons whose names are designated in the form of proxy, he/she/it may do so by inserting the name of the shareholder’s chosen proxyholder in the space provided in the form of proxy.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his/her attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

DATED this 12th day of June, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS OF
CLUNY CAPITAL CORP.**

(Signed) "*Simon Yakubowicz*"

Chief Executive Officer