

## NORVISTA CAPITAL CORPORATION

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Norvista Capital Corporation (the “**Corporation**”) will be held at 82 Richmond Street East, Toronto, Ontario, M5C 1P1 on July 29, 2020 at 10:00 a.m. (EDT), for the following purposes:

1. to receive and consider the financial statements of the Corporation for the financial year ended December 31, 2019 and the report of the auditors thereon;
2. to appoint McGovern Hurley LLP, Chartered Accountants as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to elect the directors of the Corporation for the ensuing year;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company’s Long-Term Performance Incentive Plan (“**LTIP**”), as more particularly described in the attached management information circular of the Corporation dated June 3, 2020;
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

An “**ordinary resolution**” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting while a “**special resolution**” is a resolution passed by a majority of not less than two-thirds ( $\frac{2}{3}$ ) of the votes cast by Shareholders who voted in respect of that resolution.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular of the Corporation (the “**Circular**”) under the section entitled *Matters to be Acted Upon*.

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 June 3, 2020 (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.

**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 Computershare Investor Services Inc. (in the case of registered holders) at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, Attn: Proxy Department, Fax: 1.888.453.0330, not later than forty-eight (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. Proxies may also be voted online at [www.investorvote.com](http://www.investorvote.com).**

**DATED** this 3<sup>rd</sup> day of June, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
NORVISTA CAPITAL CORPORATION**

“*Donald Christie*”

Donald Christie  
President & Chief Executive Officer