

URBANFUND CORP.
NOTICE OF ANNUAL AND SPECIAL MEETING OF HOLDERS OF COMMON SHARES

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “**Meeting**”) of the holders of common shares of Urbanfund Corp. (the “**Corporation**”) will be held at 10:00 a.m. (Toronto time) on Wednesday, June 14, 2017 at the offices of DLA Piper (Canada) LLP, counsel to the Corporation, at Suite 6000, 1 First Canadian Place, 100 King Street West, Toronto, Ontario for the following purposes:

1. **TO RECEIVE** and consider the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2016 and the auditors’ report thereon;
2. **TO ELECT** directors of the Corporation for the ensuing year;
3. **TO RE-APPOINT** Collins Barrow Toronto LLP, Chartered Professional Accountants, as auditors of the Corporation and to authorize the directors to fix their remuneration;
4. **TO CONSIDER** and if thought advisable, to pass a resolution approving the stock option plan of the Corporation as more particularly described in the management information circular accompanying this Notice of Annual and Special Meeting; and
5. **TO TRANSACT** such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the management information circular accompanying and forming part of this Notice of Annual and Special Meeting.

A shareholder of the Corporation wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed proxy with the Corporation’s registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or any adjournment thereof at which the proxy is to be used, or deliver it to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting. A proxy should be executed by the shareholder or his or her attorney duly authorized in writing or, if the shareholders is a corporation, by an officer or attorney thereof duly authorized.

Shareholders are cautioned that the use of mail to transmit proxies is at each shareholder's risk.

The Board of Directors of the Corporation has fixed the record date for the Meeting as at the close of business on May 12, 2017 (the “**Record Date**”). Only shareholders of the Corporation of record as at that date are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date.

DATED at Toronto, Ontario, as of the 16th day of May, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

Signed “*Mitchell Cohen*”
Mitchell Cohen
President, Chief Executive Officer and Secretary