

MADISON PACIFIC PROPERTIES INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual General Meeting of the shareholders of Madison Pacific Properties Inc. (the "Company") will be held at the offices of Farris, Vaughan, Wills & Murphy LLP, 2500 – 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3 on February 21, 2017 at the hour of 2:00 p.m. (Pacific Time) for the following purposes:

1. To receive the report of the directors and the consolidated audited financial statements for the year ending August 31, 2016 together with the auditors' report thereon.
2. To elect directors for the ensuing year.
3. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors.
4. To transact such other business as may properly be transacted at such Meeting or at any adjournment thereof.

If you are unable to attend the Annual General Meeting in person, please read the information regarding proxies contained in the accompanying Information Circular and the notes included with the accompanying instrument of proxy and then complete and return the proxy within the indicated time. It should be noted that the enclosed proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

Holders of Class B Voting Common Shares of record at the close of business on January 6, 2017 will be entitled to notice of, to attend and vote at the meeting either in person or by proxy. Holders of Class C Non-Voting Shares of record on that record date will be entitled to notice of and to attend but not vote at the meeting. To be used at the Meeting, a properly completed proxy must be deposited with the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the commencement of the Meeting or any adjournment thereof.

DATED at Vancouver, British Columbia, this 6th day of January, 2017.

BY ORDER OF THE BOARD

"Marvin Haasen"

Marvin Haasen
President and Chief Executive Officer