



ACCORD
FINANCIAL

**NOTICE OF ANNUAL AND SPECIAL
MEETING OF SHAREHOLDERS
2021**

TO BE HELD AT:

**Accord Financial Corp.
Suite 602, 40 Eglinton Avenue East
Toronto, Ontario, Canada**

Webcast link: <https://msteams.link/35WK>

**Phone dial-in number: 1-(647) 749-9397
Phone conference ID code: 299-494-139#**

**Wednesday, May 5, 2021
4.15 p.m. (Eastern Daylight Time)**

ACCORD FINANCIAL CORP.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the 2021 Annual and Special Meeting (the "Meeting") of Shareholders of **ACCORD FINANCIAL CORP.** (the "Company") will be held at the Company's offices at:

Accord Financial Corp.
Suite 602, 40 Eglinton Avenue East
Toronto, Ontario, Canada

on **Wednesday, May 5, 2021**
at **4:15 p.m. (Eastern Daylight Time)**

Shareholders can also join the Meeting virtually by webcast or by phone as follows:

Webcast link: <https://msteams.link/35WK>
Phone dial-in number: **1-(647) 749-9397 (conference ID code: 299-494-139#)**

Record Date: The Company has fixed **March 29, 2021** as the record date for the Meeting.

IMPORTANT NOTICE

Due to continuing concerns regarding the coronavirus (COVID-19) and in consideration of the health and safety of shareholders, employees, other stakeholders and the broader community, **the Company strongly encourages all shareholders to consider not attending the meeting in person but instead attend the webcast of the Meeting or call in by phone to listen to the Meeting** (see details above). More than ever, the Company strongly encourages that all shareholders vote their shares prior to the Meeting. The Company intends to hold the Meeting in person; however, in light of the guidance related to the coronavirus (Covid-19) pandemic, the Company asks that shareholders follow the instructions of the Public Health Agency of Canada and all additional provincial and local instructions. It asks that shareholders not attend the Meeting in person if experiencing coronavirus like symptoms.

The following business will be conducted at the Meeting:

1. to receive the Audited Consolidated Financial Statements of the Company for the fiscal year ended December 31, 2020, together with the auditors' report thereon;
2. to elect directors of the Company;
3. to appoint KPMG LLP, Chartered Professional Accountants, as auditors of the Company and to authorize the Company's directors, through their Audit Committee, to fix the remuneration to be paid to the auditors;
4. to approve a new stock option plan (the "2021 SOP") and the reservation and issuance of up to 850,000 common shares of the Company under the 2021 SOP, together with any other share-based compensation arrangement of the Company; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

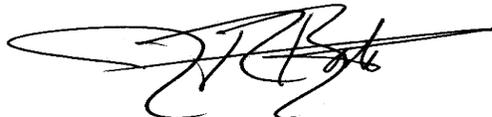
As a shareholder, you are entitled to attend the Meeting and to cast one vote for each common share that you own. If you are a registered shareholder and are unable to attend the Meeting, you will be able to vote on the items of business set out in 2, 3, 4 & 5 above by completing the form of proxy included with the accompanying Management Information Circular (the "Circular"). This Circular explains how the voting process works.

Please exercise your right to vote by voting online at www.investorvote.com, by telephone at 1-866-732-VOTE (8683) or by signing and returning the enclosed form of proxy or voting instruction form to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 so as to arrive not later than 4:15 p.m. (EDT) on the second business day preceding the date of the Meeting (namely, May 3, 2021) or any adjournment thereof. Please see form of proxy received for more information on voting your shares.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

Dated at Toronto, Ontario, the 30th day of March 2021

BY ORDER OF THE BOARD OF DIRECTORS



Jim Bates
Secretary