

**ACCORD FINANCIAL CORP.  
NOTICE OF MEETING OF HOLDERS OF  
THE 7% CONVERTIBLE UNSECURED  
SUBORDINATED DEBENTURES ISSUED ON  
DECEMBER 18, 2018 AND DUE DECEMBER 31, 2023**

**TO BE HELD ON AUGUST 10, 2023**

**TO THE DEBENTUREHOLDERS:**

Notice is hereby given that a meeting (the **"Meeting"**) of the holders (the **"Debentureholders"**) of the 7% Convertible Unsecured Subordinated Debentures Issued on December 18, 2018 and Due December 31, 2023 (the **"Debentures"**) of Accord Financial Corp. (the **"Corporation"**) will be held at the offices of the Corporation located at 5300 Commerce Court West, 199 Bay St., Toronto, ON M5L 1B9 on August 10, 2023 at 10:00 a.m. (Eastern Time) for the following purposes:

- (1) to consider, and if deemed appropriate, to approve an extraordinary resolution (the **"Debentureholder Resolution"**) in the form attached as Appendix "A" to the management information circular (the **"Circular"**) accompanying this Notice of Meeting of Debentureholders, which will approve certain amendments (the **"Debenture Amendments"**) to the Corporation's trust indenture dated December 18, 2018, as supplemented by the first supplemental indenture dated September 13, 2019 (the **"Indenture"**) between the Corporation and Computershare Trust Company of Canada (the **"Debenture Trustee"**) and to the Debentures, and will authorize the Corporation and the Debenture Trustee to enter into a supplemental trust indenture between the Corporation and the Debenture Trustee which will embody the Debenture Amendments (the **"Supplemental Indenture"**), all as more particularly described in the Circular; and
- (2) to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

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

**The Debentureholder Resolution, if approved by the votes of Debentureholders holding not less than 66 2/3% of the principal amount of the Debentures present or represented by proxy at the Meeting, or any adjournment thereof, in accordance with the provisions of the Indenture, will be binding upon the Debentureholders, whether present at or absent from the Meeting or whether or not they consented to the Debentureholder Resolution. Accordingly, it is important that your Debentures be represented and voted whether or not you plan to attend the Meeting in person or that you submit your proxy or voting instruction form containing your vote.**

The Board of Directors of the Corporation has established the record date for the Meeting as the close of business on June 26, 2023 (the **"Record Date"**). Only Debentureholders of record at the close of business on the Record Date will be entitled to receive notice of the Meeting or any adjournment thereof, and to vote at the Meeting or any adjournment thereof or to appoint or revoke a proxy. No Debentureholder becoming a Debentureholder of record after the Record Date will be entitled to vote at the Meeting or any adjournment thereof.

Any Debentureholder that votes for the Debenture Amendments in accordance with the terms and conditions set out in the Circular will receive a cash consent fee of \$20 per \$1,000 principal amount of Debentures held by such Debentureholder as of the Record Date (the **"Consent Fee"**) provided that certain other conditions required for the payment of the Consent Fee are satisfied, including that the Debenture Amendments are validly approved by Debentureholders and the TSX.

The quorum for the Meeting shall consist of Debentureholders representing at least 25% of the principal amount of the Debentures outstanding on the date of the Meeting. If a quorum is not present in person or by proxy within 30 minutes after the time appointed for the Meeting, the Meeting, if convened by or on the requisition of the Debentureholders, shall be dissolved, but in any other case the meeting shall stand adjourned to such date, being not less than 14 nor more than 60 days later, and to such place and time as may be appointed by the chairman. Not less than 10 days' notice shall be given of the time and place of such adjourned meeting. At the adjourned meeting, the Debentureholders present in person or represented by proxy shall form a quorum, even if they hold less than 25% of the outstanding principal amount.

Please review the Circular carefully and in full prior to voting, as the Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Circular is available under the Corporation's SEDAR profile at [www.sedar.ca](http://www.sedar.ca).

Debentureholders must complete the Form of Proxy or Voting Instruction Form as instructed on the Form of Proxy/Voting Instruction Form and described in the Circular. To be valid, the Form of Proxy or Voting Instruction Form must be received by TSX Trust Company no later than 10:00 a.m. (Eastern Time) on August 8, 2023, or if the Meeting is adjourned, no later than 10:00 a.m. (Eastern Time) on the last business day preceding the day to which the Meeting is adjourned.

If you have any questions or require assistance, please contact the Corporation at 40 Eglinton Avenue East, Suite 602, Toronto, Ontario M4P 3A2, Attention: Chief Financial Officer or by telephone at (416) 961-0304 or by email: [ieddy@accordfinancial.com](mailto:ieddy@accordfinancial.com).

**ACCORD FINANCIAL CORP.**

(Signed) "*Simon Hitzig*"

Simon Hitzig,  
President and Chief Executive Officer

June 30, 2023