

BOYD GROUP SERVICES INC.
(formerly reporting as Boyd Group Income Fund)

**NOTICE OF ANNUAL MEETING AND SPECIAL MEETING
OF SHAREHOLDERS
TO BE HELD JUNE 29, 2020**

NOTICE IS HEREBY GIVEN that the annual meeting and special meeting (“Meeting”) of the holders of common shares (“Shareholders”) of Boyd Group Services Inc. (“BGS”) will be held at BGS’s head office at 1745 Ellice Avenue, Unit C1, Winnipeg, Manitoba on Monday, June 29, 2020 at 1:00 p.m. (local time) for the following purposes:

1. to receive the consolidated financial statements of Boyd Group Income Fund for the year ended December 31, 2019 and the Auditor’s Report thereon;
2. to fix the number of Directors at nine;
3. to appoint Directors for the ensuing year;
4. to appoint auditors for the ensuing year and authorize the Board of Directors to fix their remuneration;
5. to vote on an advisory resolution on BGS’s approach to executive compensation;
6. to approve a special resolution to amend BGS’s articles to allow the Directors to appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting, and not to exceed one third of the number of directors elected at the previous annual meeting of shareholders, as described in the Information Circular; and
7. to transact such other business as may properly come before the Meeting, or any adjournment thereof.

A Shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. **However, on March 20, 2020 the Manitoba government declared a province-wide state of emergency in Manitoba to protect the health and safety of all Manitobans and reduce the spread of COVID-19. Pursuant to public health orders (“Orders”) issued by the chief provincial public health officer, since May 22, 2020, organized public events and social gatherings of more than twenty-five people have been prohibited. If this Order or another law or order limiting the number of attendees at the Meeting is in place on the date of the Meeting, BGS intends to proceed with the Meeting so long as quorum is satisfied, but attendance in person will be limited to the maximum permitted by law, inclusive of at least one of the management proxyholders named in the enclosed form of proxy or a substitute proxyholder, one management proxyholder other than the ones named in the enclosed form of proxy, the authorized meeting chair and the**

scrutineer for the Meeting. Even if the Order has been lifted at the time of the Meeting, there may be continuing public health recommendations in place to reduce the spread of the Coronavirus (COVID-19). Accordingly, we strongly encourage Shareholders to vote by completing and submitting the enclosed form of proxy, rather than attending in person. By doing so, a Shareholder's shares will be represented at the Meeting and its wishes on matters for decision at the Meeting will be made known to the Board of Directors of BGSi and management of BGSi. Proxies to be used at the Meeting must be provided, to the Secretary-Treasurer of BGSi, c/o Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department or via Phone: 1-866-732-8683, or by Internet voting at www.investorvote.com, at least 24 hours prior to the Meeting or any adjournment thereof, failing which the Proxy will be invalid.

Only registered Shareholders or proxyholders for registered Shareholders will be permitted to attend the Meeting.

In the interest of protecting the health and safety of BGSi's Shareholders and employees and the communities in which they live, BGSi may adopt screening or other measures for identifying Coronavirus (COVID-19) symptoms or risk factors as may be recommended or required by applicable health authorities at the Meeting and reserves the right to refuse admission to a Shareholder or proxyholder seeking to attend the Meeting but who BGSi believes may pose a health risk to attendees at the Meeting or whose admission would violate applicable public health laws, policies or orders in place at the time of the Meeting. In addition, attendees will be required to practice social distancing. No food or drinks will be served at the Meeting.

In order to permit Shareholders and proxyholders to listen to the Meeting in real time, without having to attend in person, a conference call of the Meeting will be available and will also be able to be heard over the internet through BGSi's website at www.boydgroup.com. The dial-in details will be posted on BGSi's website at least five days prior to the Meeting. A recording of the conference call will be available after the Meeting on BGSi's website for a period of 90 days following the Meeting. Shareholders who call in will not be able to vote through the conference call or otherwise participate in the Meeting.

DATED at Winnipeg, Manitoba this 25th day of May, 2020.

By Order of the Board of Directors.

BOYD GROUP SERVICES INC.

(signed)

Per: Narendra "Pat" Pathipati
Secretary-Treasurer