



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Guardian Capital Group Limited (the "Corporation"), will be held on Friday, the 12th day of May, 2017, at 11:00 a.m. (Toronto time), at The King Gallery, The Suites at One King West, 1 King Street West, Toronto, Ontario, M5H 1A1 for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the year ended December 31, 2016, together with the report of the auditors thereon;
2. to elect directors for the ensuing year;
3. to appoint auditors and to authorize the directors to fix their remuneration; and
4. to transact such further or other business as may properly come before the meeting or any adjournment thereof.

A copy of the Annual Report for the year ended December 31, 2016, including the consolidated financial statements of the Corporation, a form of proxy and a management information circular accompany this notice.

Shareholders who are unable to attend the meeting in person are requested to complete, date and sign the enclosed form of proxy and return the same in the envelope provided for that purpose.

DATED at Toronto, Ontario, the 30th day of March, 2017.

By Order of the Board

[signed "C. Verner Christensen"]

C. Verner Christensen
Senior Vice-President and Secretary