



## **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 Thursday, the 14th day of May, 2020, at 11:00 a.m. (Toronto time), at Suite 3100, [Commerce Court West](#), 199 Bay Street, Toronto, Ontario, M5L 1E8 for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the year ended December 31, 2019, 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, 2019, including the consolidated financial statements of the Corporation, a form of proxy and a management information circular accompany this notice.

**In light of the current situation regarding the recommendations for "Social Distancing" because of the COVID-19 pandemic, shareholders are strongly encouraged to not attend the Meeting in person.** Arrangements for viewing the Meeting via web or telephone access will be announced by the Corporation closer to the date of the Meeting. Attendance via web or telephone access will not constitute attendance at the Meeting for purposes of quorum or voting. In order to take part in the voting which will take place at the Meeting, it is recommended that shareholders complete, date and sign the enclosed form of proxy and return the same in the envelope provided for that purpose.

After the Meeting, the presentation to be made at the Meeting by the Corporation's Chief Executive Officer will be posted on the Corporation's web site, [www.guardiancapital.com](http://www.guardiancapital.com).

DATED at Toronto, Ontario, the 31st day of March, 2020.

By Order of the Board

A handwritten signature in black ink, appearing to read 'C. Verner Christensen', written in a cursive style.

C. Verner Christensen  
Senior Vice-President and Secretary