

LGC CAPITAL LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

April 9, 2018

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the “**Meeting**”) of LGC CAPITAL LTD. (the “**Corporation**”) will be held at:

Place: Fasken Martineau DuMoulin LLP
Stock Exchange Tower
800 Victoria Square
Suite 3700
Montreal, Québec H4Z 1E9

Date: Monday, April 9, 2018

Time: 10:00 a. m.

The purposes of the Meeting are to:

1. Receive and consider the consolidated financial statements of the Corporation for the fiscal year ended September 30, 2017 and the auditors’ report thereon;
2. Elect directors;
3. Appoint an auditor and authorize the directors to fix its remuneration;
4. Consider, and if deemed advisable adopt, a resolution in the form annexed as Schedule A to the Management Information Circular, ratifying, confirming and approving amendments to the 2016 Stock Option Plan of the Corporation so as to increase the number of shares that can be issued thereunder;
5. Consider, and if deemed advisable adopt, a resolution in the form annexed as Schedule B to the Management Information Circular, ratifying, confirming and approving a grant of stock options in respect of an aggregate of 9,750,000 common shares to six directors and officers of the Corporation pursuant to the 2016 Stock Option Plan of the Corporation;
6. Consider, and if deemed advisable adopt, a resolution in the form annexed as Schedule C to the Management Information Circular, ratifying, confirming and approving loans made by the Corporation to three directors and officers of the Corporation;
7. Consider, and if deemed advisable adopt, a resolution in the form annexed as Schedule D to the Management Information Circular, approving the issuance of 1,230,468 shares by the Corporation in settlement of debt; and
8. Transact such other business as may properly be brought before the Meeting.

Only persons registered as shareholders on the records of the Corporation as of the close of business on February 27, 2018 are entitled to receive notice of, and to vote or act at, the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

If you are unable to attend the Meeting in person, please date, complete and sign the enclosed form of proxy and deliver it to Computershare Investor Services Inc. (i) by mail or hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or (ii) by facsimile to 416-263-9524 or 1-866-249-7775. A shareholder may also vote using the internet at www.investorvote.com or by telephone at 1-866-732-8683. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 5:00 p.m. (eastern time) on Thursday, April 5, 2018 or be deposited with the Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

DATED the 28th day of February, 2018

BY ORDER OF THE BOARD OF DIRECTORS

(signed) John A. D. McMullen

President and Chief Executive Officer