

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF
LGC CAPITAL LTD.**

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the “**Meeting**”) of LGC CAPITAL LTD. (the “**Corporation**”) will be held at 10:00 a.m. (eastern time) on Monday, April 9, 2018 at Fasken Martineau DuMoulin LLP, 800 Victoria Square, Suite 3700, Montreal, Québec H4Z 1E9. 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.

Additional information on the above matters can be found in the Management Information Circular of the Corporation dated February 28, 2018 (the “**Circular**”) under the headings “Election of Directors”, “Appointment of Auditor”, “Amendments to the 2016 Stock Option Plan”, “Ratification of Stock Option Grants” and “Loans to Officers and Directors”.

Notice-and-Access

The Corporation has elected to use “notice-and-access” rules (“**Notice-and-Access**”) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for distribution of its Proxy-Related Materials (as defined below) to shareholders who do not hold shares of the Corporation in their own names (referred to herein as “**Beneficial Shareholders**”). Notice-and-Access is a set of rules that allows issuers to post electronic versions of proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies. “**Proxy-Related Materials**” refers to the Circular, the Notice of Meeting and a voting instruction form.

The use of Notice-and-Access is more environmentally friendly as it helps reduce paper use. It will also reduce the Corporation's printing and mailing costs. Beneficial Shareholders may obtain further information about Notice-and-Access by contacting: (i) **for Beneficial Shareholders with a 15-digit Control Number:** Computershare Investor Services Inc. toll free at 1-866-964-0492 or on the Internet at www.computershare.com/noticeandaccess; or (ii) **for Beneficial Shareholders with a 16-digit Control Number:** Broadridge Financial Solutions, Inc. toll free at 1-855-887-2244.

The Corporation is not using Notice-and-Access for delivery to shareholders who hold their shares directly in their respective names (referred to herein as "**Registered Shareholders**"). Registered Shareholders will receive paper copies of the Circular and related materials via prepaid mail.

Websites Where Proxy-Related Materials are Posted

The Proxy-Related Materials are available on the Corporation's website at www.lgc-capital.com and under the Corporation's profile on SEDAR at www.sedar.com.

Notice Package

Although the Proxy-Related Materials have been posted on-line as noted above, Beneficial Shareholders are receiving paper copies of a notice package via prepaid mail, including this Notice of Annual and Special Meeting, containing information and documents prescribed by NI 54-101 such as: the date, time and location of the Meeting and the website addresses where the Proxy-Related Materials are posted, a voting instruction form, and supplemental mail list return card for Beneficial Shareholders to request they be included in the Corporation's supplementary mailing list for receipt of the Corporation's interim financial statements for the 2018 fiscal year.

How to Obtain Paper Copies of Proxy-Related Materials

Beneficial Shareholders may obtain paper copies of the Circular free of charge by contacting: (i) **for Beneficial Shareholders with a 15-digit Control Number:** Computershare Investor Services Inc. toll free at 1-866-962-0498 (within North America) or 514-982-8716 (outside North America); or (ii) **for Beneficial Shareholders with a 16-digit Control Number:** Broadridge Financial Solutions, Inc. toll free at 1-877-907-7643. Any request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Corporation by 5:00 p.m. (eastern time) on March 15, 2018 in order to allow sufficient time for Beneficial Shareholders to receive their paper copies and to return their voting instruction form by the due date. After the Meeting date, Beneficial Shareholders may obtain paper copies of the Circular free of charge by contacting the Secretary of the Corporation at John@lgc-capital.com.

Voting

The Board of Directors has fixed the close of business on February 27, 2018 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Shareholders are urged to review the Circular before voting.

Beneficial Shareholders are encouraged to express their vote in advance by completing and signing the enclosed voting instruction form and returning it in accordance with the instructions provided to them by their broker or other intermediary.

Registered Shareholders are encouraged to express their vote in advance by completing the enclosed form of proxy. Detailed instructions on how to complete and return proxies are provided starting on page 4 of the Circular. To be effective, the completed form of proxy must be deposited with the Corporation's

transfer agent and registrar, Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, at any time prior to 5:00 p.m. (eastern time) on April 5, 2018 or with the Secretary of the Corporation before the commencement of the Meeting or at any adjournment thereof. Registered Shareholders may also vote their shares by telephone or through the internet using the procedures described in the enclosed form of proxy.

Dated this 28th day of February, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

per: *(signed) John A.D. McMullen*
John A.D. McMullen
President and Chief Executive Officer