



**ECN CAPITAL CORP.**

**Notice of Annual General Meeting of Shareholders  
May 12, 2017**

Notice is hereby given that the first annual general meeting of the holders of common shares of ECN CAPITAL CORP. (the "Corporation") will be held at the offices of Blake, Cassels and Graydon LLP, 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario, M5L 1A9, Canada on May 12, 2017 at 8:30 a.m. (Toronto time) (the "Meeting") for the following purposes:

1. to receive the Corporation's audited consolidated financial statements as at and for the year ended December 31, 2016 and the auditors' report thereon, a copy of which is enclosed herewith;
2. to elect the Directors of the Corporation;
3. to re-appoint auditors and to authorize the Board of Directors to fix their remuneration; and
4. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting.

Shareholders are invited to attend the Meeting. The Management Information Circular includes important information about the items to be considered at the Meeting and how to exercise your vote. If you are unable to attend the Meeting in person, you may vote by proxy by following the instructions in this Circular. Proxies must be received not later than May 10, 2017 at 5:00 p.m. (Toronto time), or in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment.

DATED the 10<sup>th</sup> day of April, 2017.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read 'JNK', is written over a horizontal line.

**Jim Nikopoulos**  
*Chief Operating Officer*