

## CLAIRVEST GROUP INC.

### **NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual and special meeting of the shareholders of **CLAIRVEST GROUP INC.** (the "Corporation") will be held on Wednesday, August 11, 2021 at 10:30 a.m. (Toronto Time). The Meeting will be held in a virtual meeting format only via live audio webcast online at <https://web.lumiagm.com/125997476> for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended March 31, 2021 together with the report of the auditors thereon;
2. to elect directors;
3. to appoint auditors and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to approve amendments to the Corporation's Employee Deferred Share Unit Plan; and
5. to transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

This year's Meeting will be held in a virtual meeting format only via live audio webcast online at <https://web.lumiagm.com/125997476>-, password: clairvest2021 (case sensitive). Shareholders and duly appointed proxyholders will be able to attend the Meeting, submit questions and vote by online ballot, provided they are connected to the internet and follow the instructions in the attached Circular. Non-registered shareholders who have not duly appointed themselves as proxyholders will be able to attend the Meeting as guests but will not be able to vote at the Meeting.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the transfer agent and registrar of the Corporation, AST Trust Company (Canada), (a) by mail at P.O. Box 721, Agincourt, Ontario, M1S 0A1, (b) by facsimile at 416-368-2502 or toll free in Canada and the United States to 1-866-781-3111, or (c) scan and send by e-mail to [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com) by no later than 5:00 p.m., August 9, 2021 or, if the meeting is adjourned, 48 hours (excluding Saturdays and holidays) before any adjourned meeting.

Shareholders who wish to appoint a person other than the management nominees identified in the form of proxy or voting instruction form (including a non-registered shareholder who wishes to appoint themselves to attend the Meeting) must carefully follow the instructions in the attached Circular and on their form of proxy or voting instruction form. These instructions include the additional step of registering the proxyholder with the Corporation's transfer agent, AST Trust Company (Canada), after submitting the form of proxy or voting instruction form. **If you wish that a person other than the management nominees identified on the form of proxy or voting instructing form attend and participate at the Meeting as your proxy and vote your shares, you MUST register the proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving a control number to participate in the Meeting and only being able to attend as a guest. Guests will be able to listen to the Meeting and ask questions but will not be able to vote.**

## **Notice-and-Access**

The Corporation is utilizing the “notice-and-access” process to distribute Meeting materials to shareholders. Notice-and-access allows issuers to post electronic versions of proxy materials and annual financial statements on-line, via the System for Electronic Document Analysis and Retrieval (“SEDAR”) and one other website, rather than mailing paper copies of such materials to shareholders. Under notice-and-access you still receive a proxy and voting instructions form enabling you to vote at the Meeting. However, instead of a paper copy of the Management Information Circular and the Corporation’s 2021 Annual Report (containing the consolidated financial statements of the Corporation for the year ended March 31, 2021, and Management’s Discussion & Analysis of the Corporation’s results or operations and financial condition for 2021), you will receive this notice which contains information about how to access them electronically.

The Corporation anticipates that using notice-and-access for delivery to shareholders will directly benefit the Corporation through a reduction in both postage and material costs and promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. We believe this method of delivery will also expedite shareholders’ receipt of proxy materials.

## **Website Where Shareholder Materials are Posted**

Electronic copies of the Management Information Circular and the Corporation’s Annual Report which contain the 2021 audited financial statements, can be found and downloaded from the Corporation’s profile on [sedar.com](http://www.sedar.com) and on the Corporation’s website under Shareholders / Annual Meeting, at <http://www.clairvest.com/shareholders>.

## **Paper Copies of Shareholder Materials**

A request for paper copies should be sent so that it is received by the Corporation or AST Trust Company, as applicable, by July 30, 2021 in order to allow sufficient time for shareholders to receive the paper copies and to return, as applicable, their form of proxy to AST Trust Company (Canada) (in case of those who do hold their shares in their own names as registered shareholders, hereinafter referred to as “Registered Shareholders”) or voting instruction forms to brokers or other intermediaries (in the case of those who do not hold their shares in their own names as registered shareholder, herein referred to as “Beneficial Shareholders”) by their due date.

## **Voting**

Only holders of common shares of the Corporation of record at the close of business on June 25, 2021 will be entitled to vote at the Meeting except to the extent that a person has transferred any of his or her common shares of the Corporation after that date and the transferee of such shares establishes proper ownership and requests not later than ten days before the meeting that his or her name be included in the list of shareholders for the meeting, in which case the transferee is entitled to vote his or her shares at the meeting.

**DATED** at Toronto, Ontario this 30<sup>th</sup> day of June, 2021.

By Order of the Board,

*“James H. Miller”*

James H. Miller  
General Counsel and Corporate Secretary

