

**FOUNDERS ADVANTAGE CAPITAL CORP.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JUNE 8, 2017**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of Class "A" common shares ("**Common Shares**") of Founders Advantage Capital Corp. (the "**Corporation**") will be held at the offices of Bennett Jones LLP, 4500, 855 - 2nd Street S.W., Calgary, Alberta, on June 8, 2017 at the hour of 10:00 a.m. (Calgary time) for the following purposes:

1. to receive and consider the consolidated financial statements of the Corporation for the fifteen-month financial year ended December 31, 2016 and the report of the auditors thereon;
2. to elect seven (7) directors of the Corporation for the ensuing year, namely Stephen Reid, James Bell, Peter McRae, J.R. Kingsley Ward, Anthony Lacavera, Ron Gratton and Gary Mauris;
3. to appoint KPMG LLP as the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of such auditors;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, as more particularly set out in the accompanying management information circular (the "**Information Circular**"), approving, ratifying and confirming the amended and restated stock option plan of the Corporation; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Shareholders are referred to the Information Circular dated April 18, 2017 which accompanies this notice for more detailed information with respect to the matters to be considered at the Meeting.

The directors have fixed April 12, 2017 as the record date for the Meeting. Shareholders of record at the close of business on April 12, 2017 are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat or at any adjournment thereof, except to the extent that a holder of record has transferred any Common Shares after that date and the new holder of such Common Shares establishes proper ownership and requests, not later than ten days before the Meeting, to be included on the list of Shareholders eligible to vote at the Meeting.

Shareholders may vote in person at the Meeting or any adjournment or adjournments thereof, or they may appoint another person (who need not be a Shareholder) as their proxy to attend and vote in their place.

**If you are a registered Shareholder and are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and return it in the envelope provided. To be valid, all proxies must be received by Computershare Investor Services Inc., the transfer agent of the Corporation, at Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 or by fax within North America to 1-866-249-7775, and outside North America to (416) 263-9524 at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting (namely, by 10:00 a.m., Calgary time, on June 6, 2017) or any adjournment thereof. If you are not a registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or intermediary.**

Dated at the City of Calgary, in the Province of Alberta, this 18th day of April, 2017.

**BY ORDER OF THE BOARD OF  
DIRECTORS**

(signed) "*James Bell*"

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Chief Operating Officer and Director