

# ANNUAL MEETING OF SHAREHOLDERS OF SAMPLE COMPANY

## NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Sample Company (the “Company”) has decided to use the notice and access model for delivery of meeting materials to its shareholders. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the Company’s meeting. However, instead of a paper copy of the Information Circular [and the Annual Report], shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

Explanation of Notice and Access. Section 2.7.1(1)(a)(vi)

### MEETING DATE AND LOCATION:

WHEN: Tuesday, March 4, 2016  
10:00 a.m. EST

WHERE: Royal Ballroom,  
Meeting Place Hotel  
123 Any Street  
Any Town, ON  
A1B 2C3

Date and Time of Meeting.  
S. 2.7.1(1)(a)(i)

### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

**ELECTION OF DIRECTORS:** Shareholders will be asked to fix the number of directors and elect directors for the next year. Information respecting the election of directors may be found in the “Nominees for Director” section of the Information Circular.

**APPOINTMENT OF AUDITORS:** Shareholders will be asked to re-appoint Audit Company as the company’s auditors for the ensuing year, and fix their remuneration. Information respecting the appointment of Audit Company may be found in the “Appointment of Auditors” section of the Information Circular.

Description of each matter or group of related matters.  
S. 2.7.1(1)(a)(ii)

**SAY ON PAY:** Shareholders will be asked to consider and approve an advisory (non-binding) resolution regarding the Company’s approach to executive compensation, which is more fully described in the “Say on Pay” and “Executive Compensation” sections of the Information Circular.

The section(s) of the Information Circular where disclosure regarding each matter or group of matters can be found.  
S. 2.7.1(1)(a)(vi)(D)

**SHAREHOLDER PROPOSALS:** Shareholders will be asked to consider proposals submitted by shareholders. The full text of the proposals can be found in the “Shareholder Proposals” section of the Information Circular.

**OTHER BUSINESS:** Shareholders may be asked to consider other items of business that may be properly brought before the meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the “Other Business” section of the Information Circular.

A reminder to review the Information Circular before voting.  
S. 2.7.1(1)(a)(iv)

**SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.**

### WEBSITES WHERE MEETING MATERIALS ARE POSTED

Material can be viewed online at [www.SEDAR.com](http://www.SEDAR.com) or at the following Internet addresses:

Information Circular: <http://www.samplecompany.com/2016infocircl.pdf>

Interim Request Card: <http://www.samplecompany.com/2016quarter.pdf>

E-delivery Encouragement Letter: <http://www.materials.proxyvote.com/S60019.pdf>

Annual Report: <http://www.samplecompany.com/2015annualreport.pdf>

Website addresses for SEDAR and non-SEDAR website where materials are posted.  
S. 2.7.1(1)(a)(iii)

Include the Annual Report only if the issuer is sending the annual financial statements and MD&A pursuant to 4.6(5) of NI 51-102.

## HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Beneficial shareholders may request paper copies of the meeting materials be sent to them by postal delivery at no cost. Requests for meeting material may be made up to one year from the date the Information Circular was filed on SEDAR, online at [www.ProxyVote.com](http://www.ProxyVote.com) or by telephone at 1-877-XXX-XXXX and entering the control number located on the voting instruction form or notification letter and following the instructions provided.

Requests should be received at least 5 business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date.

### [Required if Stratification is used]

The company has determined that those [registered] and beneficial shareholders with existing instructions on their account to receive paper material ("standing instructions") and those [registered] and beneficial shareholders with addresses outside of Canada and the United States will receive a paper copy of the Information Circular [and Annual Report] with this notification.

### VOTING:

[Registered Holders] are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy:

INTERNET:

TELEPHONE:

FACSIMILE:

MAIL:

Beneficial Holders are asked to return their voting instruction form using the following methods at least one business day in advance of the proxy deposit date noted on their voting instruction form:

INTERNET: [www.proxyvote.com](http://www.proxyvote.com)

TELEPHONE: 1-800-474-7493 (ENGLISH) OR 1-800-474-7501 (FRENCH)

FACSIMILE: 905-507-7793

MAIL: DATA PROCESSING CENTRE

PO BOX 2800 STN LCD MALTON

MISSISSAUGA ON L5T 2T7

Shareholders with questions about notice and access can call toll free at 1-800-XXX-XXXX.

Explanation of how to obtain paper copies.  
S. 2.7.1(1)(a)(v)

Toll-free number to request paper material.  
S. 2.7.1(1)(e)

Estimated date to request a copy of the material for receipt by voting cut-off.  
S. 2.7.1(1)(a)(vi)(B)

If Stratification was used list of the types of investors who will receive paper copies.  
S. 2.7.1(1)(a)(vi)(A)

An explanation on how to return voting instructions.  
S. 2.7.1(1)(a)(vi)(C)

Toll-free number the beneficial owner can call to get information on Notice and Access.  
S. 2.7.1(1)(a)(vi)(E)