

TRISURA GROUP LTD.
333 Bay Street, Suite 1610, Box 22
Toronto, ON M5H 2R2

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS AND AVAILABILITY OF
CIRCULAR**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of shareholders (“**Shareholders**”) of Trisura Group Ltd. (the “**Company**”) will be held at First Canadian Place Gallery, 100 King Street West, Concourse Level, Toronto, Ontario, M5X 1A9 on Thursday, May 10, 2018 at 2:00 p.m. (Toronto time) for the following purposes:

- (1) to receive the consolidated financial statements of the Company for the year ended December 31, 2017, including the external auditor’s report thereon;
- (2) to elect directors who will serve until the next annual meeting of Shareholders;
- (3) to appoint the external auditor who will serve until the next annual meeting of Shareholders and authorize the directors to set its remuneration;
- (4) to consider and, if deemed advisable, to approve, with or without variation, a special resolution to (i) amend the articles of the Company (the “**Articles**”) to remove cumulative voting, (ii) amend the Articles to change the size of the board of directors of the Company (the “**Board**”) from a minimum of three directors and a maximum of 15 directors (the size of which has been fixed at five directors by a special resolution of Shareholders) to a minimum of five directors and a maximum of 10 directors, and (iii) authorize the Board to determine the number of directors of the Company within the minimum and maximum numbers set forth in the Articles and the number of directors to be elected at the Company’s annual meeting of Shareholders; and
- (5) to transact such other business as may properly come before the Meeting or any adjournment(s) thereof.

You have the right to vote at the Meeting if you were a Shareholder at the close of business on March 29, 2018. Before casting your vote, you are encouraged to review the Meeting’s business in the section “Business of the Meeting” of the Company’s management information circular dated March 29, 2018 (the “**Circular**”). The Circular will be made publicly available on April 10, 2018.

The Company is using “Notice and Access” in connection with the delivery of the materials in respect of the Meeting. An electronic copy of the Circular may be accessed at www.trisura.com/group/investor-centre under the “Financial Reports” tab and at www.sedar.com. If you would like more information about Notice and Access, please contact the Company’s transfer agent, AST Trust Company (Canada) (“**AST**”), toll-free at 1-800-387-0825.

Under Notice and Access, if you would like a paper copy of the Circular, please contact AST toll-free at 1-888-433-6443 (or 416-682-3801 if you are outside Canada or the United States) or fulfilment@astfinancial.com. The Circular will be mailed to you free of charge within three business days of your request, provided the request is made before the date of the Meeting or any adjournment(s) thereof. In order to receive the Circular in advance of the deadline to submit your vote, it is recommended that you contact AST before 5:00 p.m. (Toronto time) on April 26, 2018. All Shareholders who have signed up for electronic delivery of the Circular will receive it by email.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy by 5:00 p.m. (Toronto time) on Tuesday, May 8, 2018, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time to which the Meeting has been rescheduled, if it has been rescheduled or adjourned. You can cast your proxy vote in the following ways:

- Fax your signed proxy to AST at 1-866-781-3111 (toll-free) or 416-368-2502;
- Mail your signed proxy using the business reply envelope accompanying your proxy; or

- Scan and send your signed proxy to *proxyvote@astfinancial.com*.

If you are a non-registered holder of common shares of the Company and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

DATED at Toronto, Ontario as of the 29th day of March, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS OF
TRISURA GROUP LTD.**

“David Nowak”

David Nowak
Chair