

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

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS AND AVAILABILITY OF CIRCULAR

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of shareholders (“**Shareholders**”) of Trisura Group Ltd. (the “**Company**”) will be held at Torys LLP, 79 Wellington Street West, 33rd Floor, TD South Tower, Toronto, Ontario, M5K 1N2 on Monday, December 11, 2017 at 10:00 a.m. (Toronto time) for the following purposes:

- (1) to consider and, if deemed advisable, to approve, with or without variation, a special resolution to approve an amendment to the articles of the Company to authorize a share consolidation of the Company’s common shares (the “**Common Shares**”) so that every 10 Common Shares will be consolidated into one Common Share (pursuant to which Shareholders who hold in the aggregate less than one newly consolidated Common Share will then receive a cash payment in exchange for such fractional Common Share based on the average trading price of the Common Shares on the Toronto Stock Exchange during the 20 consecutive trading days ending on and including the trading day immediately prior to the effective date of the consolidation), followed by an immediate share split of every newly consolidated one Common Share into 10 Common Shares;
- (2) to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution to ratify and approve the adoption of a share option plan of the Company, which provides for the issuance of options to purchase Common Shares (the “**Share Option Plan**”), and the grants of options made under the Share Option Plan; and
- (3) 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 October 31, 2017. 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 October 31, 2017 (the “**Circular**”). The Circular will be made publicly available on November 10, 2017.

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 November 27, 2017. 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 Thursday, December 7, 2017, 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:

- On the Internet at www.astvotemyproxy.com;
- 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 and have received these materials through your broker, 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 31st day of October, 2017.

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

“David Nowak”

David Nowak
Chair