

MJARDIN GROUP

MJARDIN GROUP, INC.

NOTICE OF ANNUAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual meeting (the “**Meeting**”) of the shareholders of MJardin Group, Inc. (“**MJardin**” or the “**Company**”) will be held at Stikeman Elliott LLP, 5300 Commerce Court West, Toronto, Ontario, M5L 1B9, on June 27, 2019 at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Company for the year ended December 31, 2018, together with the report of the auditors thereon;
2. to elect the directors of the Company who will serve until the next annual meeting of shareholders of the Company;
3. to appoint MNP LLP as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration; and
4. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The accompanying management information circular provides additional information relating to the matters to be considered at the Meeting. Also accompanying this notice is a form of proxy. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only holders of record of common shares in the capital MJardin as well as holders of record of MJardin proportionate voting shares at the close of business on May 21, 2019 will be entitled to receive notice of and vote at the Meeting. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice. If you are a non-registered shareholder of MJardin and receive these materials through your broker or through another Intermediary, please complete and return the materials in accordance with the applicable instructions. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

DATED this 28th day of May 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

“Adrian Montgomery”

Adrian Montgomery
Interim Chief Executive Officer and Chairman

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GROUP