

CHC REALTY CAPITAL CORP.
53 Yonge Street, 5th Floor
Toronto, Ontario M5E 1J3

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting of the shareholders (the “**Meeting**”) of CHC Realty Capital Corp. (the “**Corporation**”) will be held at the offices of Wildeboer Dellelce LLP, Suite 800, Wildeboer Dellelce Place, 365 Bay Street, Toronto, Ontario, M5H 2V1 on January 27, 2015 at 11:00 a.m. (EDT) for the following purposes:

1. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving an amendment to the articles of the Corporation (the “**Articles**”) to change the name of the Corporation to “CHC Student Housing Corp.”, or such other similar name as may be determined by the board of directors of the Corporation, in its sole discretion, as more fully described in the accompanying management information circular (the “**Circular**”);
2. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution authorizing an amendment to the Articles to effect the consolidation of the issued and outstanding common shares in the capital of the Corporation at a ratio of one (1) post-consolidation share for up to every eighty-five (85) pre-consolidation shares, as may be determined by the board of directors of the Corporation, in its sole discretion, as more fully described in the accompanying Circular; and
3. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is at the close of business on December 22, 2014 (the “**Record Date**”). Only shareholders of record whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

The Corporation has not elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 to distribute Meeting materials to shareholders of the Corporation.

A shareholder may attend the Meeting or any adjournment thereof in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the form of proxy for the Meeting must be deposited with the Corporation’s registrar and transfer agent, TMX Equity Transfer Services, Proxy Department, at 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, Facsimile No. (416) 595-9593, no later than 4:00 p.m. (EDT) on January 23, 2015 or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or the shareholder’s attorney authorized in writing or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized.

The persons named in the form of proxy for the Meeting are directors and/or officers of the Corporation. Each shareholder of the Corporation has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder’s behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder’s appointee should be legibly printed in the blank space provided.

DATED at Toronto, Ontario as of the 2nd day of January, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

“Mark Hansen”

Mark Hansen
President and Chief Executive Officer