

**CHC REALTY CAPITAL CORP.**  
53 Yonge Street, 5<sup>th</sup> Floor  
Toronto, Ontario M5E 1J3

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

**NOTICE IS HEREBY GIVEN** that an annual and 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 October 9, 2014, at 11:00 a.m. (EDT) for the following purposes:

1. to receive the audited financial statements of the Corporation for the period from April 12, 2013 (date of incorporation) to December 31, 2013, together with the report of the auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint Deloitte LLP, Chartered Accountants, as auditors of the Corporation and to authorize the directors of the Corporation to fix the auditors’ remuneration;
4. to consider and, if deemed advisable, to approve, with or without variation, a resolution, the full text of which is set forth in the accompanying information circular dated the date hereof (the “**Circular**”), approving the Corporation’s stock option plan, all as more particularly set forth and described in the Circular;
5. to consider and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the Circular, approving an amendment to the articles of the Corporation so that it will qualify as a “mutual fund corporation”, all as more particularly set forth and described in the Circular; and
6. 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 September 8, 2014 (the “**Record Date**”). Shareholders 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 October 7, 2014 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 10<sup>th</sup> day of September, 2014.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Mark Hansen"*

Mark Hansen  
President and Chief Executive Officer