

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders of Class B shares of Acasta Enterprises Inc. (“**Acasta**”) will be held at the offices of Goodmans LLP, located at 333 Bay St, Suite 3400, Toronto, Ontario on Monday, June 19, 2017 at the hour of 9:00 a.m. (Toronto time) for the following purposes:

1. **TO RECEIVE** the financial statements of Acasta for the year ended December 31, 2016, together with the report of the auditor thereon;
2. **TO ELECT** seven (7) directors to the board of directors of Acasta as described in the accompanying management information circular;
3. **TO APPOINT** the auditor of Acasta and authorize the board of directors of Acasta to fix the remuneration to be paid to the auditor;
4. **TO CONSIDER, AND IF DEEMED ADVISABLE, TO APPROVE** a deferred share unit incentive plan, as more particularly described in the accompanying management information circular;
5. **TO TRANSACT** such further or other business as may properly come before the Meeting and any and all adjournments thereof.

Acasta is using “notice-and-access” delivery to furnish proxy materials to shareholders over the internet. Acasta believes that this delivery process will expedite shareholders’ receipt of proxy materials and lower the costs and reduce the environmental impact of the Meeting. On or about May 19, 2017, shareholders will be sent a notice-and-access notification (the “**Notice-and-Access Notification**”) containing instructions on how to access proxy materials for the fiscal year ended December 31, 2016. The Notice-and-Access Notification also provides instructions on how to vote online and includes instructions on how to receive a paper copy of the proxy materials by mail. The accompanying management information circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

DATED at Toronto, Ontario this May 12, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

“Anthony Melman”

Chief Executive Officer and Chair of the Board of Directors
Acasta Enterprises Inc.