
ESPIAL GROUP INC.
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual Meeting of the Shareholders of Espial Group Inc. (the “Company”) will be held at 200 Elgin Street, Suite 1000, Ottawa, Ontario on Thursday, the 19th day of May, 2016 at 10:00 a.m. (the “Meeting”) for the following purposes:

1. to receive the consolidated financial statements of the Company for the fiscal year ended December 31, 2015, together with the report of the auditors thereon;
2. to elect the directors of the Company, as described in the Management Proxy Circular (the “Circular”) under the heading “Election of Directors”;
3. to consider and, if thought advisable, to appoint KMPG LLP as auditors of the Company and authorize the directors to fix the remuneration of the auditors of the Company, as described in the Circular under the heading “Appointment of Auditors”; and
4. to transact such further or other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

The Company is sending proxy-related materials to non-registered shareholders using Notice and Access. Notice and Access is a set of rules for reducing the volume of materials that must be physically mailed to shareholders by posting the information circular and additional materials online.

The Circular providing further information relevant to the matters scheduled to come before the Meeting, this Notice, a form of proxy, a copy of the Company’s Annual Report (for those who have requested it), which contains the audited annual financial statements of the Company for the year ended December 31, 2015, together with the report of the auditors thereon, and the management discussion and analysis relating to such financial statements are available on SEDAR at www.sedar.com and on the Company’s website at <http://www.espial.com/espial/investor-relations>. Shareholders are reminded to review these online materials when voting.

Non-registered shareholders may choose to receive paper copies of such materials by contacting the Company at the toll free number 1-866-567-8077. In order for non-registered shareholders to receive the paper copies of such materials in advance of any deadline for the submission of voting instructions and the date of the Meeting it is recommended to contact the Company as soon as possible but not later than May 9, 2016.

For non-registered shareholders, use the enclosed voting instruction form to provide voting instructions. The voting instruction form contains instructions on how to complete the form, where to return it to and the deadline for returning it. It is important to read and follow the instructions on the voting instruction form in order to have your vote count.

By Order of the Board of Directors

(Signed) "Jaison Dolvane"

JAISON DOLVANE
President and Chief Executive Officer
Ottawa, Ontario
April 8, 2016