
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 (the “MD&A”) 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.

Pursuant to the requirements of the *Canada Business Corporations Act*, registered shareholders of the Company will receive paper copies of the Circular, this Notice, the form of proxy, the audited annual financial statements of the Company for the year ended December 31, 2015 and the MD&A relating to such financial statements. 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.

If you are a registered shareholder a form of proxy is enclosed. A copy of the proxy is also available on SEDAR at www.sedar.com and on the Company’s website at <http://www.espial.com/espial/investor-relations>. If you are a non-registered shareholder a voting instruction form is enclosed.

Shareholders are requested to complete, sign and return such form of proxy or voting instruction form, as applicable.

For registered shareholders, in order to be represented by proxy at the Annual General Meeting, you must complete and submit the enclosed form of proxy or other appropriate form of proxy. Completed forms of proxy must be received by Computershare Trust Company of Canada, the transfer agent of the Company, at Computershare Investor Services Inc. 100 University Ave., 8th Floor, Toronto, Ontario M5J 2Y1 no later than 10:00 a.m. (in Toronto, Ontario) on May 17, 2016 or they may be accepted by the Chairman of the Meeting prior to the commencement of the Annual General Meeting.

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