



NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General and Special Meeting of the shareholders (“**Shareholders**”) of Espial Group Inc. (the “**Company**”) will be held at the Metcalfe Hotel, 123 Metcalfe Street, Ottawa, Ontario K1P 5L9 on Tuesday, the 13th day of June, 2017 at 10:00 a.m. (Ottawa Time) (the “**Meeting**”) for the following purposes:

1. to receive the consolidated financial statements of the Company for the fiscal year ended December 31, 2016 and the Auditors’ Report thereon;
2. to elect the directors of the Company;
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;
4. to consider, and, if thought advisable, pass an ordinary resolution approving the Company’s Shareholder Rights Plan Agreement as more fully described in the accompanying management information circular;
5. to ratify unallocated entitlements under the Company’s 2007 Stock Option Plan, as amended (the “**Plan**”) for the ensuing three (3) years; and
6. to consider, and, if deemed advisable, pass an ordinary resolution confirming, ratifying and approving the Company’s new By- Law No. 1A; and
7. to transact such further or other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

A copy of the Company’s Management Proxy Circular and a Form of Proxy accompanies this Notice, as well as a copy of the Company’s Annual Report (for those who have requested it) which contains the consolidated financial statements of the Company for the fiscal year ended December 31, 2016, together with the report of the auditors thereon and Management’s Discussion and Analysis of Financial Condition and Results of Operations relating thereto.

The board of directors of the Company has fixed 5:00 p.m. (Ottawa time) on April 28, 2017 (the “**Record Date**”), as the record date for determining the holders of record of Common Shares who are entitled to receive notice of the Meeting and to attend and vote at the Meeting and any adjournment or postponement thereof. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed Form of Proxy and return it to Computershare Investor Services Inc. 100 University Ave., 8th Floor, Toronto, Ontario M5J 2Y1, no later than 10:00 a.m. (Ottawa time) on June 9, 2017, or if the meeting is adjourned or postponed, no later than 48 hours, Saturdays, Sundays and holidays excepted, preceding the meeting. Shareholders who hold Common Shares through a bank, broker or other intermediary should carefully follow the instructions provided to them by the applicable intermediary.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "Jaison Dolvane".

JAISON DOLVANE
President and Chief Executive Officer

Ottawa, Ontario
April 28, 2017