



NOTICE OF ANNUAL AND SPECIAL MEETING OF UNITHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of holders of trust units and special voting units (collectively, the “**Unitholders**”) of Chartwell Retirement Residences (“**Chartwell**”) will be held at **St. Andrew’s Club & Conference Centre, 150 King Street West, 27th Floor, Toronto, Ontario, at 4:30 p.m. (Toronto time) on Thursday, May 19, 2016**, for the following purposes:

- (a) to receive the financial statements of Chartwell for the fiscal period ended December 31, 2015 and the report of the auditors thereon;
- (b) to elect trustees of Chartwell (the “**Chartwell Trustees**”); to direct the Chartwell Trustees to cause the election of certain nominees as trustees of CSH Trust (the “**CSH Trustees**”); and to direct the Chartwell Trustees to cause the election of certain nominees as directors of Chartwell Master Care Corporation (the “**Directors**”);
- (c) to reappoint the auditors of Chartwell and to authorize the Chartwell Trustees to fix the remuneration of the auditors;
- (d) to consider and, if thought advisable, to pass a resolution (substantially in the form set forth in Appendix “A” to the accompanying information circular) authorizing certain amendments to Chartwell’s twelfth amended and restated declaration of trust dated May 14, 2015, all as more particularly described in the accompanying information circular;
- (e) to consider and, if thought advisable, to pass an advisory resolution on Chartwell’s approach to executive compensation; and
- (f) to transact any such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Chartwell uses “notice and access” delivery to furnish proxy materials to registered and beneficial holders of trust units of Chartwell and holders of special voting units of Chartwell over the internet. This delivery process expedites Unitholders’ receipt of proxy materials and reduces the costs and environmental impact of the Meeting. On or around April 13, 2016, we will arrange to send to our Unitholders as of the Record Date a Notice and Access Notification (the “**Notification**”) containing instructions on how to access our proxy materials for the Meeting. The 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.

This notice is accompanied by an information circular and form of proxy which provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

A Unitholder may attend the Meeting in person or may be represented at the Meeting by proxy. Proxies to be used at the Meeting must be received by Chartwell’s transfer agent, Computershare Trust Company of Canada, Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 or by facsimile at 416-263-9524 (within the Toronto area) or toll-free at 1-866-249-7775 (outside the Toronto area), no later than 4:30 p.m. (Toronto Time) on May 18, 2016 and, if the Meeting is postponed or adjourned, no later than 24 hours prior to the commencement of any postponement or adjournment thereof.

DATED the 31st day of March, 2016.

**BY ORDER OF THE TRUSTEES OF
CHARTWELL RETIREMENT RESIDENCES**

(signed) “W. BRENT BINIONS”

President and Chief Executive Officer