CHESSWOOD GROUP LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual meeting (the **"Meeting"**) of the shareholders of Chesswood Group Limited (the "**Corporation**") will be held on Thursday May 19, 2022 at 10:00 a.m. (Toronto time), by virtual only meeting via live audio webcast at:

Meeting ID: 1286
URL: https://virtual-meetings.tsxtrust.com/1286
Password: chesswood2022

for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended December 31, 2021 together with the report of the auditors thereon;

2. to elect members of the board of directors of the Corporation;

3. to appoint auditors and authorize the board of directors of the Corporation to fix the remuneration of the auditors;

4. to consider and, if thought fit, pass an ordinary resolution certifying and approving the unallocated awards under the Corporation's equity incentive plan; and

5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

A shareholder of the Corporation wishing to be represented by proxy at the Meeting or any adjournment thereof must have deposited his or her duly executed form of proxy not later than 8:30 a.m. (Toronto time) on May 17, 2022 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) preceding the time of such adjourned meeting, at the offices of TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1. A form of proxy solicited by management of the Corporation in respect of the Meeting is included in the Notice Package (as defined below). Shareholders of the Corporation who are unable to participate personally at the Meeting are requested to sign and return (in the envelope provided for that purpose) such form of proxy.

Only holders of common shares and special voting shares of the Corporation of record at the close of business on April 8, 2022 (the "**Record Date**") will be entitled to vote at the Meeting, and, except as otherwise determined from time to time by directors of the Corporation, no shareholders becoming such after the Record Date will be entitled to receive notice of and vote at the Meeting or any adjournment thereof or to be treated as a shareholder of record for purposes of such other action.

The accompanying management information circular (the "Circular") provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice. The Circular also provides the required information as to how shareholders and proxyholders can register for, and access and participate at, the Meeting.

Electronic copies of this notice, the management information circular and other Meeting materials may be found on the Corporation's profile on SEDAR at www.sedar.com and on a host website at https://docs.tsxtrust.com/2005.

Shareholders are reminded to review the Circular before voting.

Shareholders will receive paper copies of a notice package (the "**Notice Package**") containing a notice with information prescribed by National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and a form of proxy (if a registered shareholder) or a voting instruction form (if a non-registered shareholder). The Corporation will not use procedures known as 'stratification' in relation to the use of Notice-and-Access. Stratification occurs when an issuer using Notice-and-Access sends a paper copy of the management information circular to some securityholders with a Notice Package.

Shareholders may obtain paper copies of the Circular and the other Meeting materials free of charge by calling 1-866-600-5869 at any time up until the date of the Meeting, including any adjournment or postponement thereof. Any Shareholder wishing to obtain a paper copy of the Meeting materials should submit their request no later than May 10, 2022 in order to receive paper copies of the Meeting materials in time to vote before the Meeting. Shareholders may also use the toll-free number noted above to obtain more information about the Notice-and-Access. Under the Notice-and-Access, Meeting materials will be available for viewing on the host website for one year from the date of posting.

DATED at Toronto, Ontario this 8th day of April, 2022.

BY ORDER OF THE BOARD OF DIRECTORS of Chesswood Group Limited

(signed) *"Ryan Marr"*

Ryan Marr
President and Chief Executive Officer