NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF MOSAIC CAPITAL CORPORATION

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares (the "**Common Shares**") of Mosaic Capital Corporation ("**Mosaic**") will be held at the Metropolitan Conference Centre, Plaza Room, 333 – 4th Avenue SW, Calgary, Alberta, at 3:00 p.m. (Calgary time) on May 23, 2019 for the following purposes:

1. to receive and consider the audited consolidated financial statements of Mosaic for the financial years ended December 31, 2018 and 2017, together with the auditor's report thereon;
2. to fix the number of directors to be elected at the Meeting at not more than six (6);
3. to elect directors for the ensuing year;
4. to appoint auditors of Mosaic for the ensuing year and authorize the directors to set their remuneration;
5. to approve the Securities-Based Compensation Plan of Mosaic; and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) thereof.

Specific details of the matters to be put before the Meeting are set forth in the information circular accompanying this Notice (the "**Information Circular**").

The record date for determination of Shareholders entitled to receive notice of and to vote at the Meeting is April 15, 2019 (the "**Record Date**"). Only Shareholders whose names have been entered in the register of Common Shares at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. Each Common Share entitled to be voted at the Meeting will entitle the holder to one vote at the Meeting.

Shareholders are requested to complete, sign and return the applicable accompanying form of proxy for use at the Meeting, whether or not they are able to attend personally, as described in the Information Circular.

You are a registered Shareholder if your Common Shares are held in your name and you have a certificate representing such Common Shares. If you are a registered Shareholder and are unable to attend the Meeting in person, please date, complete and sign the enclosed form of proxy and deliver it to Mosaic's transfer agent, Computershare Trust Company of Canada, in accordance with one of the methods of delivery described on the form of proxy, which include by mail to 8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1, by phone to 1-866-732-8683 (Toll Free), by fax to 1-866-249-7775, or on the internet at www.investorvote.com. In order to be valid and acted upon at the Meeting or at any adjournment or postponement thereof, proxies must be received by Computershare Trust Company of Canada as aforesaid at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment or postponement thereof. Mosaic may waive the proxy cut-off time without notice in its discretion. Failure to deposit a form of proxy in accordance with the foregoing may result in its invalidation.

You are a beneficial Shareholder if your Common Shares are held in the name of an intermediary or a nominee. If you are a beneficial holder of Common Shares, please date, complete, sign and return the voting instruction form provided by your broker or other intermediary in accordance with the instructions provided therein.

Dated at Calgary, Alberta this 15th day of April 2019.

BY ORDER OF THE BOARD OF DIRECTORS OF MOSAIC CAPITAL CORPORATION

(signed) "*John Mackay*"
Executive Chairman