LL CAPITAL CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders of the common shares (collectively, the "**Shareholders**" or individually, a "**Shareholder**") of LL Capital Corp. (the "**Corporation**") will be held at the offices of Aird & Berlis LLP, Brookfield Place, Suite 1800, 181 Bay Street, Toronto, Ontario, M5J 2T9 on Wednesday, June 17, 2015 at the hour of 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended March 31, 2015, together with the report of the auditor thereon;

2. to elect the directors of the Corporation, with the election of Michael Franks, Chris Martin, Michael DiMino, Shaun Francis and Ken Stults being conditional upon and effective as of the completion of the Proposed Transaction (as such term is defined in the accompanying management information circular);

3. to appoint MNP LLP, Chartered Professional Accountants, as auditor of the Corporation and to authorize the directors of the Corporation to fix its remuneration;

4. to consider and, if thought appropriate, pass, with or without variation, a resolution approving the Corporation's rolling stock option plan, as more fully described in the accompanying management information circular;

5. conditional upon completion of the Proposed Transaction, to consider, and if thought appropriate, pass, whether with or without variation, the following:

   (a) a resolution appointing PricewaterhouseCoopers LLP, Chartered Accountants, as the auditor of the Corporation upon completion of the Proposed Transaction;

   (b) a special resolution approving the consolidation of the common shares in the capital of the Corporation by a ratio of up to 30:1, or such other ratio as may be accepted by the relevant regulatory authorities and approved by the directors of the Corporation;

   (c) a special resolution approving the filing of articles of amendment to effect the creation of a new class of preferred shares; and

   (d) a special resolution authorizing the board of directors to amend the name of the Corporation to "Syncordia Technologies and Healthcare Solutions, Corp.", or such other name as may be accepted by the relevant regulatory authorities and approved by the directors;

   each as described in greater detail in the accompanying management information circular; and

6. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Annual and Special Meeting of Shareholders is the management information circular of the Corporation in respect of the Meeting and a copy of the audited financial statements of the Corporation for the financial year ended March 31, 2015, together with the report of the auditor thereon.

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Corporation's transfer agent and registrar, Equity Financial Trust Company (address: TMX Equity Transfer Services, 200 University Ave., Suite 300, Toronto, Ontario, M5H 4H1), on or before 11:00 a.m. on Monday, June 15, 2015 or deliver it to the chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting.

Shareholders who are unable to be present personally at the Meeting are urged to sign, date and return the enclosed form of proxy in the envelope provided for that purpose. If you plan to be present personally at the Meeting, you are requested to bring the enclosed form of proxy for identification. The record date for the determination of those Shareholders entitled to receive the Notice of Annual and Special Meeting of Shareholders and to vote at the Meeting is the close of business on Friday, May 8, 2015.

DATED at Toronto, Ontario this 19th day of May, 2015.

BY ORDER OF THE BOARD

"Amar Bhalla"

Amar Bhalla
Director, Chief Executive Officer and Chief Financial Officer