

**TRISURA GROUP LTD.**  
333 Bay Street, Suite 1610, Box 22  
Toronto, ON M5H 2R2

## **NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND AVAILABILITY OF CIRCULAR**

**NOTICE IS HEREBY GIVEN** that an annual meeting (the “**Meeting**”) of shareholders (“**Shareholders**”) of Trisura Group Ltd. (the “**Company**”) will be held on Wednesday, June 17, 2020 at 2:00 p.m. (Toronto time) by virtual only meeting via live audio webcast online at <https://web.lumiagm.com/126809733>, using password: ‘trisura2020’ (case sensitive), for the following purposes:

- (1) to receive the consolidated financial statements of the Company for the year ended December 31, 2019, including the external auditor’s report thereon;
- (2) to elect directors who will serve until the next annual meeting of Shareholders;
- (3) to appoint the external auditor who will serve until the next annual meeting of Shareholders and authorize the directors to set its remuneration;
- (4) to increase the amount of options available to grant under the share option plan dated June 22, 2017 from 400,000 options to 880,000 options; and
- (5) to transact such other business as may properly come before the Meeting or any adjournment(s) thereof.

You have the right to vote at the Meeting if you were a Shareholder at the close of business on May 5, 2020. Before casting your vote, you are encouraged to review the Meeting’s business in the section “Business of the Meeting” of the Company’s management information circular dated April 14, 2020 (the “**Circular**”). The Circular will be made publicly available on or before April 14, 2020.

In light of the unprecedented health impact of the coronavirus outbreak (COVID-19) and in consideration of the health and safety of the Company’s Shareholders, colleagues and the broader community, this year’s Meeting will be held in a virtual meeting format only. Shareholders will be able to listen to, participate in and vote at the Meeting in real time through a web-based platform instead of attending the Meeting in person.

You can attend the Meeting by joining the live webcast online at <https://web.lumiagm.com/126809733>. See “How do I attend and participate at the virtual Meeting?” in the Circular for detailed instructions on how to attend and vote at the Meeting.

The Company is using “Notice and Access” in connection with the delivery of the materials in respect of the Meeting. An electronic copy of the Circular may be accessed at [www.trisura.com/group/investor-centre](http://www.trisura.com/group/investor-centre) under the “Financial Reports” tab and at [www.sedar.com](http://www.sedar.com). If you would like more information about Notice and Access, please contact the Company’s transfer agent, AST Trust Company (Canada) (“**AST**”), toll-free at 1-800-387-0825.

Under Notice and Access, if you would like a paper copy of the Circular, please contact AST toll-free at 1-888-433-6443 (or 416-682-3801 if you are outside Canada or the United States) or [fulfilment@astfinancial.com](mailto:fulfilment@astfinancial.com). The Circular will be mailed to you free of charge within three business days of your request, provided the request is made before the date of the Meeting or any adjournment(s) thereof. In order to receive the Circular in advance of the deadline to submit your vote, it is recommended that you contact AST before 5:00 p.m. (Toronto time) on June 2, 2020. All Shareholders who have signed up for electronic delivery of the Circular will receive it by email.

**Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy by 5:00 p.m. (Toronto time) on Friday, June 12, 2020, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time to which the Meeting has been rescheduled, if it has been rescheduled or adjourned.** You can cast your proxy vote in the following ways:

- On the Internet at [www.astvotemyproxy.com](http://www.astvotemyproxy.com);
- Fax your signed proxy to AST at 1-866-781-3111 (toll-free) or 416-368-2502;
- Mail your signed proxy using the business reply envelope accompanying your proxy; or
- Scan and send your signed proxy to [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com).

If you are a non-registered holder of common shares of the Company and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

**DATED** at Toronto, Ontario as of the 14<sup>th</sup> day of April, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
TRISURA GROUP LTD.**

*“George Myhal”*

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George Myhal  
Chair