

ANDREW PELLER LIMITED
NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON TUESDAY, SEPTEMBER 8, 2020

Dear Shareholder:

You are receiving this notification because Andrew Peller Limited (the “Corporation”) will be using the notice-and-access model (“Notice-and-Access”) provided for under National Instrument 54-101 for the delivery of meeting materials to certain shareholders in respect of the annual general meeting of shareholders of the Corporation to be held on Tuesday, September 8, 2020 (the “Meeting”).

Under Notice-and-Access, instead of receiving printed copies of the Corporation’s management information circular (“Information Circular”), shareholders receive this notice with information on how to access the Information Circular electronically. However, together with this notice, shareholders continue to receive a proxy (“Proxy”) or voting instruction form (“VIF”), enabling them to vote at the Meeting. Adopting Notice-and-Access to deliver materials is more environmentally friendly as it reduces paper use and also lowers the Corporation’s costs for printing and mailing.

In light of the unprecedented impact of the coronavirus outbreak and in consideration of the health and safety of the Corporation’s shareholders, colleagues and the broader community, the Corporation is holding the Meeting as a completely virtual on-line meeting, which will be conducted via live webcast. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will be able to attend, participate, submit questions and vote at the Meeting online at <https://web.lumiagm.com/451697762>. Non-registered shareholders (being shareholders who hold their shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder may also virtually attend as guests. Guests will be able to virtually attend, listen and ask questions at the Meeting but will not be able to vote. Further information on how to attend and participate in the Meeting is contained in the Information Circular.

Meeting Date, Location and Purposes

The Meeting will be held on Tuesday, September 8, 2020 at 2:00 p.m. (EST) for the following purposes:

1. Financial Statements: to receive and consider the audited consolidated financial statements of the Corporation for the financial year ended March 31, 2020 and the report of the auditor thereon;
2. Election of Directors: to elect the Board of Directors of the Corporation for the ensuing year;
3. Appointment of Auditor: to appoint the auditor of the Corporation to hold office for the ensuing year and to authorize the Board of Directors to fix the auditor’s remuneration; and
4. Other Matters: to transact such other business as may properly come before the Meeting or any adjournment thereof.

ANDREW PELLER LIMITED URGES SHAREHOLDERS TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

Accessing Meeting Materials Online

The Meeting materials can be viewed online at www.andrewpeller.com, and will remain on the website for one (1) full year thereafter. The Meeting materials will also be available under the Corporation's profile on SEDAR at www.sedar.com.

Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting materials be sent to them by postal delivery at no cost to them up to one (1) year from the date the Information Circular was filed on SEDAR. Shareholders may make their request without charge by calling Andrew Peller Limited toll-free at 1-800-610-6610 or by sending an email to info@andrewpeller.com. In order to receive paper copies in time to vote before the Meeting, your request should be received by August 26, 2020.

Voting Process

Beneficial shareholders who have received a VIF from Broadridge Financial Solutions Inc., are asked to return their VIF using one of the following methods by the proxy deposit date noted on your voting instruction form:

INTERNET Go to www.voteproxyonline.com and enter the 16 digit control number on your VIF
TELEPHONE English 1 (800) 474-7493; French 1 (800) 474-7501 or USA 1 (800) 454-8683
MAIL Data Processing Centre, PO Box 3700 Stn Industrial Park, Markham, Ontario, L3R 9Z9

Registered shareholders who have received a Proxy form directly from Computershare are asked to return their proxies using one of the following methods by the proxy deposit date noted on your proxy, which is 2:00 p.m. (EST) on September 3, 2020:

INTERNET Go to www.investorvote.com and enter the control number on your Proxy form
PHONE 1 (866) 732-8683 (toll free within North America), or 312-588-4290 (international direct dial)
MAIL Computershare, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1

Dated at Grimsby, Ontario, this 30th day of July 2020.

BY ORDER OF THE BOARD OF DIRECTORS

signed "John E. Peller"

John E. Peller

Chairman of the Board of Directors