



ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting of shareholders (the “**Meeting**”) of PrimeWest Mortgage Investment Corporation (“**PrimeWest**” or the “**Corporation**”) is to be held at the following time and location:

MEETING DATE AND LOCATION

WHEN: Tuesday, September 24, 2019 at 3:00 p.m. (CST)

WHERE: Wilson Room
Holiday Inn & Suites
1800 Prince of Wales Drive, Regina, SK

BUSINESS OF THE MEETING

Shareholders will be asked to consider and vote on the following matters:

- (a) To receive the audited financial statements of the Corporation for the year ended December 31, 2018, and the report of the auditors thereon;
- (b) To elect the board of directors of the Corporation (the “**Board**”) for the ensuing year from the slate of nominees named in the Information Circular;
- (c) To appoint KPMG LLP, Chartered Accountants, Saskatoon, SK as the auditors of the Corporation for the ensuing year, at a remuneration to be fixed by the Board;
- (d) To consider and, if deemed appropriate by the shareholders, to approve a special resolution, the full text of which is attached as Schedule “A” to the Information Circular, authorizing and directing the Board and the Corporation to: (i) voluntarily liquidate and dissolve the Corporation at a time determined by the Board; (ii) approve the Plan of Liquidation and Dissolution substantially in the same form as that attached as Schedule “B” to the Information Circular including, amongst other things, the appointment of KPMG Inc. of Calgary, Alberta, as the liquidator (the “**Liquidator**”) for the purpose of liquidating and distributing the assets of the Corporation in accordance with the Plan of Liquidation and Dissolution; (iii) make an application to the Canadian Securities Exchange to voluntarily delist the shares of the Corporation from trading on the Canadian Securities Exchange; and (iv) to make one or more distributions to Shareholders of any remaining property of the Corporation under the voluntary liquidation and dissolution by way of a return of capital to Shareholders or by such other means as may be determined by the Liquidator at the relevant time, all as more particularly described in the Information Circular; and
- (e) To transact such other business as may properly come before the Meeting.

Further particulars of the matters referred to above and to be voted on at the Meeting are set forth in the Information Circular accompanying this Notice.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITE ADDRESSES WHERE MEETING MATERIALS ARE POSTED

Meeting materials can be viewed online at www.sedar.com or at <http://www.primewest.ca/index.php/agm-material>

VOTING

The Board of Directors has fixed the close of business on August 16, 2019, as the record date for the determination of holders of common shares entitled to notice of the Meeting and any adjournments thereof.

Beneficial shareholders are asked to return their voting instructions forms in accordance with the deadline and instructions noted on the voting instruction form.

INTERNET: www.proxyvote.com

TELEPHONE: 1-800-474-7493

Registered shareholders are asked to return their proxies using the following methods not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof.

INTERNET: www.investorvote.com

TELEPHONE: 1-866-732-8683

MAIL: Proxy Department
135 West Beaver Creek
P.O. Box 300
Richmond Hill, ON L4B 4R5

DATED this 16th day of August, 2019

BY ORDER OF THE BOARD OF DIRECTORS

“Tom Robinson”

Tom Robinson
Chair