

# Notice of Annual General Meeting of Shareholders

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the "Meeting") of the holders (the "Shareholders") of common shares (the "Shares") of AutoCanada Inc. (the "Company" or "AutoCanada") will be held at the Toronto Stock Exchange (TMX Broadcast Centre), 130 King Street West, Toronto, Ontario M5X 1J2, on Friday, May 4, 2018 at 2:00 p.m. (Eastern Time) for the following purposes:

- 1. TO RECEIVE the audited consolidated financial statements for the year ended December 31, 2017, together with the report of the auditor thereon;**
- 2. TO FIX THE NUMBER OF DIRECTORS to be elected by the Shareholders at eight;**
- 3. TO ELECT the directors of the Company for the ensuing year;**
- 4. TO APPOINT PricewaterhouseCoopers LLP as the independent auditor of the Company and authorize the Board of Directors of the Company to fix their remuneration; and**
- 5. TO TRANSACT such other business as may properly come before the Meeting or any postponement or adjournment thereof.**

As a Shareholder, you are entitled to attend the Meeting and to cast one vote for each Share of the Company that you own. The specific details of all matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting.

It is desirable that as many shares as possible be represented at the meeting. If you do not expect to attend and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose to our transfer agent, Computershare Trust Company of Canada ("Computershare"), as follows:

- 1. By mail to Computershare, Proxy Department, 135 West Beaver Creek, P.O. Box 300, Richmond Hill, Ontario, L4B 4R5;**
- 2. By hand delivery to Computershare, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;**
- 3. By fax to 1-416-263-9524 or 1-866-249-7775; or**
- 4. By internet at [www.investorvote.com](http://www.investorvote.com).**

All proxies, to be valid, must be received by Computershare, at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair of the Meeting is under no obligation to accept or reject any particular late proxy.

If you are a non-registered beneficial Shareholder, you must follow the instructions provided by your broker, securities dealer, bank, trust company or similar entity in order to vote your shares. The accompanying management information circular provides additional information relating to the matters to be dealt with at the Meeting.

**DATED** at Edmonton, Alberta this 21<sup>st</sup> day of March, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS**



Erin D. Oor, Corporate Secretary