



## ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

### NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as AutoCanada Inc. ("AutoCanada" or the "Company") has decided to use the notice and access model for delivery of meeting materials to its shareholders. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the shareholders' meeting. However, instead of a paper copy of the Management Information Circular of the Company dated March 28, 2019 (the "Information Circular"), shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

#### MEETING DATE AND LOCATION

WHEN: Friday, May 3, 2019 11:00 a.m. (Eastern Time)

WHERE: DoubleTree Hilton Toronto (Shanghai Room)  
108 Chestnut Street  
Toronto, Ontario M5G 1R3

#### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

1. **Number of Directors and Election of Directors:** shareholders will be asked to fix the number of directors at seven and elect directors for the ensuing year. Information respecting the election of directors may be found in the Information Circular under "Election of Directors".
2. **Appointment of Auditor:** shareholders will be asked to re-appoint PricewaterhouseCoopers LLP as the Company's auditor for the ensuing year and authorize the Company's directors to fix their remuneration. Information respecting the appointment of PricewaterhouseCoopers LLP may be found in the Information Circular under "Appointment of Independent Auditor".
3. **Unallocated Options:** shareholders will be asked to approve all unallocated options under the Stock Option Plan of the Company. Information respecting this resolution may be found in the Information Circular under "Approval of Unallocated Options".
4. **Other Business:** shareholders may be asked to consider other items of business that may be properly brought before the meeting.

The details of the above matters are set out in the Information Circular of AutoCanada dated March 28, 2019 under the heading "Business of the Meeting". **SHAREHOLDERS ARE REMINDED TO VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.**

#### WEBSITES WHERE MEETING MATERIALS ARE POSTED

The meeting materials can be viewed online at [www.sedar.com](http://www.sedar.com) or at the following internet address:

<http://www.autocan.ca/investors.htm>

All shareholders are invited to attend the Meeting. **Shareholders who are unable to attend the Meeting in person are requested to carefully follow the instructions on the enclosed form of proxy or voting instruction form, including when and where the form of proxy or voting instruction form is to be delivered and/or the manner in which voting instructions may be provided. Voting instructions must be provided at least 48 hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment or postponement thereof, however your voting instruction form may provide for an earlier date in order to process your votes in a timely manner. See the Information Circular for further instructions on voting.**

**Beneficial shareholders should ensure that instructions respecting the voting of shares are communicated to the appropriate person or that their shares are duly registered in their name. See the Information Circular for further instructions.**

#### **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Beneficial and registered shareholders may request that a paper copy of the meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

- Visiting the following internet address:  
<http://www.autocan.ca/investors.htm>
- 1 (888) 717-3558 (Extension # 1); or
- Sending an email to [ir@autocan.ca](mailto:ir@autocan.ca)

Requests should be received at least ten (10) business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date. AutoCanada has determined that registered and beneficial shareholders with existing instructions on their account to receive paper material will receive a paper copy of the Information Circular with this notification.

#### **VOTING**

Beneficial shareholders are asked to return their proxies using one of the following methods at least one (1) business day in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form:

INTERNET: [www.proxyvote.com](http://www.proxyvote.com)

TELEPHONE: 1-800-474-7493 (English) or 1-800-474-7501 (French)

FACSIMILE: 905-507-7793

**Shareholders with questions about notice and access can call toll free at 1 (888) 717-3558 (Extension # 1).**