

SMART EMPLOYEE BENEFITS INC.

5500 Explorer Drive,
Mississauga, Ontario, L4W 5C7

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual Meeting of the shareholders of Smart Employee Benefits Inc. (the “**Corporation**”) will be held on Wednesday, May 30, 2018, at the National Club at 303 Bay Street, Toronto, ON, M5H 2R1 at 4:30 pm (Toronto time) for the following purposes (the “**Meeting**”):

1. to receive the audited consolidated financial statements of the Corporation for the year ended November 30, 2017 and the auditors’ report thereon;
2. to elect each of the directors for the ensuing year;
3. to appoint auditors for the ensuing year and to authorize the directors to fix the auditors’ remuneration;
4. to re-approve the Corporation’s stock option plan;
5. to consider and, if thought fit, pass a special resolution, as more particularly set forth in the accompanying Management Information Circular, approving amendments to the constating documents of the Corporation to allow the Corporation to consolidate the issued and outstanding Common Shares on a one (1) for up to four (4) basis such that up to every four (4) issued and outstanding pre-consolidation Common Shares are consolidated into one (1) post-consolidation Common Share;
6. to consider and, if thought fit, pass an ordinary resolution of disinterested shareholders, as more particularly set forth in the accompanying Management Information Circular, approving the adoption of an employee share purchase plan;
7. to consider and, if thought fit, pass an ordinary resolution of disinterested shareholders, as more particularly set forth in the accompanying Management Information Circular, approving the adoption of an omnibus long term incentive plan; and
8. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

The Board of Directors has fixed April 25, 2018 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and any adjournment thereof.

Accompanying this Notice of Meeting are the following documents: a Proxy, a Management Information Circular, a Return Card, and a return envelope.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Management Information Circular.

Dated this 30th day of April 2018.

BY ORDER OF THE BOARD

“John McKimm”

John McKimm
Director and Chief Executive Officer