



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Special Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Frontenac Mortgage Investment Corporation (the “**Company**” or “**FMIC**” or “**Frontenac**”) will be held on December 18, 2024, at 2 p.m. EST at DoubleTree Hotel 1550 Princess St., Kingston, Ontario K7M 9E3 and online via live webcast at meetnow.global/MD9F99Y. The accompanying management information circular (the “**Circular**”) explains how Shareholders may participate in the Meeting virtually via the Internet, or in person.

The Meeting is being held for the following purposes, which are explained more fully in the accompanying Circular:

- 1) to consider and, if deemed appropriate, to pass, with or without variation, a special resolution authorizing the orderly wind-up of the Company in the form set out in Schedule “A” to the Circular;
- 2) to consider and, if deemed appropriate, pass a special resolution to approve amendments to the articles of FMIC necessary to implement the pro rata redemption plan, as more particularly described in the Circular; and
- 3) to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

The directors of the Company have fixed October 31, 2024 (the “**Record Date**”) as the record date for determining the Shareholders entitled to receive notice of and vote at the Meeting. Only Shareholders of the Company as of the close of business on the Record Date will be entitled to receive notice of and to vote, in person or by proxy, at the Meeting.

The Company is using the Notice-And-Access provisions (“**Notice-and-Access Provisions**”) under National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) and National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allows issuers to post electronic versions of the shareholder meeting materials online on the System for Electronic Data Analysis and Retrieval + (“**SEDAR+**”), as well as an additional website, instead of mailing paper copies of shareholder meeting materials to shareholders. FMIC anticipates that notice-and-access will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Electronic copies of this notice, the Circular, and other Meeting materials (together the “**Materials**”) may be found on the Company’s SEDAR+ profile at www.sedarplus.ca, as well as at Computershare’s website at <http://www.computershare.com/Frontenac> and at FMIC’s website at fmic.ca. The Company reminds Shareholders to review the Circular prior to voting.

Shareholders will receive a Notice Package (the “**Notice Package**”) via pre-paid mail. The Notice Package contains a notice with prescribed information under NI 54-101, a voting instruction form/form of proxy (a “**Proxy**”) and return envelope.

The Company will not send paper copies of the Materials to any Shareholders unless specifically requested to do so. Shareholders wishing to receive paper copies of the Materials should contact W.A. Robinson Asset Management Ltd. at 1-877-279-3061 x 105 or amber.kehoe@robinsonam.com no later than Wednesday, December 4, 2024, and the Company will arrange for paper copies to be sent within three business days of such request.

Registered Shareholders and persons appointed as proxies pursuant to the Proxy will be entitled to participate fully in the Meeting, including submitting questions and voting shares. Registered Shareholders are encouraged to submit questions in advance of the Meeting by email to the Corporate Secretary at amber.kehoe@robinsonam.com.

Dated: October 31, 2024

BY ORDER OF THE BOARD OF DIRECTORS

Ryan Seeds, Chair

Our Meeting will be held as a hybrid meeting. Whether or not you plan to attend the Meeting virtually, or in person, we encourage you to vote. If you do not intend to attend the Meeting, please submit your completed Proxy in advance in the manner described in the Proxy and enclosed Circular. For additional instructions on attending virtually, or voting via Internet, please refer to the enclosed Circular or the Proxy that you will receive via mail. To vote and submit your Proxy by mail, please complete, sign and date the Proxy form that is mailed to you in the Notice Package and return it in the envelope also provided in the Notice Package. If you have returned your completed Proxy and then decide to attend the Annual Meeting, you may revoke your Proxy and vote at the meeting. Please refer to the attached Circular for further details.