

**GRENVILLE STRATEGIC ROYALTY CORP.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

To the shareholders of Grenville Strategic Royalty Corp. (the "**Corporation**"):

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting (the "**Meeting**") of the shareholders of the Corporation will be held on June 13, 2017 at 10:30 a.m. (Toronto time) at Fairmont Royal York, 100 Front Street West, Saskatchewan Room, Toronto, Ontario, for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended December 31, 2016, together with the auditor's report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditor of the Corporation for the ensuing year and authorize the directors to fix the remuneration of the auditor;
4. to consider and, if deemed appropriate, approve with or without amendment an ordinary resolution approving the stock option plan of the Corporation, as more fully described in the information circular in respect of the Meeting (the "**Circular**"); and
5. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

Only shareholders of record of common shares of the Corporation at the close of business on May 9, 2017 (the "**Record Date**") are entitled to notice of and to attend the Meeting or any adjournments thereof and to vote thereat.

Registered shareholders unable to be present at the Meeting are requested to date and sign the enclosed form of proxy and return it to Computershare Investor Services Inc., 8th Floor 100 University Avenue, Toronto, Ontario, not later than 10:30 a.m. (Toronto time) on June 9, 2017 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed meeting.

Non-registered beneficial shareholders should follow the instructions of their intermediaries in order to vote their shares.

DATED as of the 11<sup>th</sup> day of May, 2017.

*"Steven E. Parry"*

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Steven E. Parry  
President and Chief Executive Officer  
Grenville Strategic Royalty Corp.