



NOTICE OF ANNUAL MEETING OF MEMBERS

WHEN: Thursday, January 24, 2019
1:30 - 2:00 p.m.

WHERE: Sun Life Head Office
1 York Street
22nd Floor
Toronto, Ontario

For the following purposes:

1. To consider the financial statements of WGCC Women General Counsel Canada Network (the "**Corporation**") for the fiscal year ended December 31, 2018;
2. To consider a Special Resolution to approve amendments to the Articles and By-Law No. 1 of the Corporation to add a second class of members;
3. To elect the directors and executives of the Corporation for the ensuing year;
4. To waive the requirement for an auditor; and
5. To consider any other business as may properly be brought before the meeting and any adjournment or postponement thereof.

All members as of January 24, 2019 will be entitled to vote at the meeting.

Members who are unable to attend the meeting in person are requested to complete, date, sign and send by email the enclosed form of proxy to info@womengc.ca not later than 1:30 p.m. (EST) on January 22, 2019, or 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of holding any adjourned or postponed meeting, or deliver to the Secretary of the Corporation on the day of the meeting or any adjournment or postponement thereof, so that as large a representation as possible may be had at the meeting.

All of the meeting material, including the proxy, will be available online on the WGCC website at www.womengc.ca/Annual-General-Meeting in January, 2019.

DATED at Toronto on the 21st day of December, 2018.

BY ORDER OF THE BOARD OF DIRECTORS