



## ALTUS GROUP LIMITED

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting of shareholders (the “**Meeting**”) of Altus Group Limited (“**Altus Group**”, or the “**Company**”) will be held at The Omni King Edward Hotel, 37 King Street East, Toronto, Ontario, on Monday, April 28, 2014, at 10:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited consolidated financial statements of Altus Group for the year ended December 31, 2013 and the auditor’s report thereon;
2. to elect the directors of Altus Group;
3. to appoint Ernst & Young LLP, as Altus Group’s external auditor for the financial year 2014, and to authorize the Board of Directors, upon the recommendation of the Audit Committee, to fix the auditor’s remuneration;
4. to consider, and if deemed advisable, pass an ordinary resolution confirming an amendment to General By-law No. 1 to increase quorum requirements for meetings of shareholders from 10% of the votes attached to the common shares entitled to be voted at the meeting to two or more persons holding or representing 25% of the votes attached to the common shares entitled to be voted at the meeting;
5. to consider, and if deemed advisable, pass an ordinary resolution confirming General By-law No. 2, being an Advance Notice By-law, to provide a framework for the advance notice by shareholders intending to nominate directors;
6. to consider and if deemed advisable, approve an increase in the number of authorized common shares to be reserved for issuance under the Company’s Amended and Restated Common Share Option Plan and Amended and Restated Equity Compensation Plan and a new amending provision; and
7. to transact such other business as may properly come before the Meeting or at any adjournment thereof.

The Company’s management information circular (the “**Circular**”) contains information regarding the matters proposed to be addressed at the Meeting. See the “Business of the Meeting” section in the Circular.

Canadian securities laws allow an issuer to post its management information circular, the financial statements to be approved at the Meeting and management’s discussion and analysis (“**MD&A**”)

relating to the financial statements online rather than mailing such materials to shareholders. These rules are known as the “notice-and-access” rule.

The rules allow Altus Group to post electronic copies of shareholder Meeting materials, including the Circular, the financial statements and MD&A of the Company, online at [www.sedar.com](http://www.sedar.com) and on another website, rather than mailing paper copies of the materials to shareholders. Electronic copies of the Circular, our comparative consolidated financial statements and MD&A for the year ended December 31, 2013, can be accessed online on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com) and on our website at [www.altusgroup.com](http://www.altusgroup.com), under Investor Relations/Shareholder Information. **Notice-and-Access Shareholders (as herein defined) are reminded to review the Circular before voting.**

Altus Group is distributing its Meeting materials to each non-registered (beneficial) shareholder with 1,000 or less common shares of Altus Group (the “**Notice-and-Access Shareholders**”) by way of the “notice-and-access” rules. Altus Group will not be using the notice-and-access rules for any registered shareholders or for those non-registered (beneficial) shareholders who beneficially hold more than 1,000 common shares of Altus Group. These shareholders will instead be mailed paper copies of the Meeting materials and proxy forms. Pursuant to the notice-and-access rules, Altus Group will provide a paper copy of Meeting materials to any Notice-and-Access Shareholder free of charge upon request for a period of one year from the date the Circular is filed on SEDAR. If your request is made after April 28, 2014, the Meeting materials will be sent to you within 10 calendar days of receipt of your request.

Notice-and-Access Shareholders with questions about notice-and-access may contact CST Trust Company, toll-free at 1-800-387-0825 or Altus Group’s Corporate Secretary by e-mail at [corporatesecretary@altusgroup.com](mailto:corporatesecretary@altusgroup.com). Notice-and-Access Shareholders may obtain paper copies of the Circular, the Company’s 2013 financial statements and related MD&A free of charge by contacting CST Trust Company toll free at 1-888-433-6443, [fulfilment@canstockta.com](mailto:fulfilment@canstockta.com) or Altus Group’s Corporate Secretary at [corporatesecretary@altusgroup.com](mailto:corporatesecretary@altusgroup.com).

If you are a Notice-and-Access Shareholder and would like to receive a paper copy of the Meeting materials prior to the voting deadline, you must send your request well in advance in order to ensure that either CST Trust Company or Altus Group receives your request by Monday, April 14, 2014. This deadline ensures sufficient time for you to receive paper copies of the Meeting materials and return the proxy form or your voting instruction form by its due date. If your request is made before the Meeting date, the Meeting materials will be sent within three business days of receipt of the request. This process of sending the notice to only the Notice-and-Access Shareholders is known as “stratification” and is permitted under the notice-and-access rules.

Notice-and-Access Shareholders will be mailed a “notice package” from their respective intermediary (custodian) which includes a proxy form or voting instruction form, this Notice of Meeting, and a supplemental mail card for non-registered shareholders. Notice-and-Access Shareholders should follow the completion and delivery instructions contained in the voting instruction form. **Notice-and-Access Shareholders are reminded to review the Circular before voting.**

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the proxy form for use at the Meeting, or any postponement or adjournment thereof, to the attention of CST Trust Company, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1, by: (1) mail in the envelope provided or (2) e-mail at [proxy@canstockta.com](mailto:proxy@canstockta.com) or (3) facsimile at

416-368-2502 (toll free in North America at 1-866-781-3111) or (4) telephone vote at 1-888-489-5760 or (5) internet at [www.cstvotemyproxy.com](http://www.cstvotemyproxy.com) , no later than Thursday, April 24, 2014, 10:00 a.m. (Toronto time). Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

Altus Group's Board of Directors has fixed the close of business on March 19, 2014 as the record date, being the date for determining the shareholders of common shares in the capital of Altus Group entitled to receive notice of and vote at the Meeting.

**DATED** at Toronto, Ontario, this 13<sup>th</sup> day of March, 2014.

**By Order of the Board of Directors**

*(signed) "Liana L. Turrin"*

Liana L. Turrin  
General Counsel & Secretary