



Mortgage Investment Corporation

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS**

You are receiving this notification as PrimeWest Mortgage Investment Corporation (the “**Corporation**”) has elected to use the notice and access provisions adopted by the Canadian Securities Administrators (“**Notice and Access**”) for delivery of meeting materials to its shareholders. Pursuant to Notice and Access, Shareholders will receive this notification and a form of proxy enabling them to vote at the annual and special meeting of shareholders identified below (the “**Meeting**”). However, instead of a paper copy of the notice of meeting and management information circular (the “**Information Circular**”) and PrimeWest’s financial statements and management’s discussion and analysis for its most recently completed financial year end (“**Financial Information**”), shareholders receive this notice with information on how they may access such materials electronically.

MEETING DATE AND LOCATION

WHEN: Thursday, June 4, 2015 at 4:30 p.m. (CST)

WHERE: Terrace Lounge
Delta Bessborough
601 Spadina Crescent East
Saskatoon, SK

BUSINESS OF THE MEETING

Shareholders will be asked to consider and vote on the following matters:

- (a) To receive the audited financial statements of the Corporation for the year ended December 31, 2014, and the report of the auditors thereon;
- (b) To elect the board of directors of the Corporation (the “**Board**”) for the ensuing year from the slate of nominees named in the Information Circular;
- (c) To appoint Ernst & Young LLP, chartered Accountants, Saskatoon, SK as the auditors of the Corporation for the ensuing year, at a remuneration to be fixed by the Board;
- (d) To approve, by special resolution, the alteration of the Company’s Bylaws to include advance notice provisions for the election of directors; and
- (e) Transact such other business as may properly come before the Meeting.

Further particulars of the matters referred to above and to be voted on at the Meeting are set forth in the Information Circular accompanying this Notice.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITE ADDRESSES WHERE MEETING MATERIALS ARE POSTED

Meeting materials can be viewed online at www.sedar.com or at

http://valianttrust.com/securityholders/notice_and_access/meeting_materials.htm

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Beneficial Shareholders may request that a paper copy of the Information Circular be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

- visiting the following internet address:
http://www.valianttrust.com/securityholders/notice_and_access/request_paper_copies.aspx
- calling 1-866-313-1872; or
- sending an email to: noticeandaccess@valianttrust.com

Requests should be received at least ten (10) business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the date of the Meeting.

In relation to the Meeting, registered shareholders will receive a paper copy of the Information Circular and a proxy whereas Beneficial Shareholders will only receive this Notice and Access Notification and a voting instruction form.

VOTING

Beneficial shareholders are asked to return their voting instruction forms in accordance with the deadline and instructions noted on the voting instruction form.

INTERNET: www.proxyvote.com

TELEPHONE: 1-800-474-7493 (English) 1-800-474-7501 (French)

Registered shareholders are asked to return their proxies using the following methods not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof.

INTERNET: www.proxy.valianttrust.com

FACSIMILE: (403) 233-2857

MAIL: Suite 310, 606 – 4th Street S.W. Calgary, Alberta T2P 1T1

Shareholders with questions about notice and access can call toll free at 1-866-313-1872.

DATED this 24th day of April, 2015.

BY ORDER OF THE BOARD OF DIRECTORS



Thomas Archibald
Chair