
**Notice of Annual and Special Meeting
of Shareholders**

NOTICE IS HEREBY GIVEN that the annual and special meeting of the shareholders of **HOME CAPITAL GROUP INC.** (the “Corporation”) will be held at the Design Exchange, Trading Floor, Second Floor, 234 Bay Street, Toronto, Ontario, on Wednesday, the 12th day of May, 2004, at the hour of 11:00 o'clock in the forenoon (Toronto time) for the following purposes:

- I. to receive the financial statements of the Corporation for the year ended December 31, 2003 and the report of the auditors thereon;
- II. to elect directors;
- III. to appoint auditors and authorize the directors to fix the remuneration of the auditors;
- IV. to consider and, if thought fit, approve a special resolution to amend the articles of the Corporation to remove all references to the convertible Class A shares and to the Class C non-voting shares, and to re-designate the Class B subordinate voting shares of the Corporation as “Common Shares” with such attributes as are set out in the special resolution, the full text of such special resolution is set out as Schedule B to the accompanying Management Information Circular; and
- V. to transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

A form of proxy and a management information circular accompany this notice.

DATED at Toronto, Ontario this 5th day of April, 2004.

By Order of the Board

“Sharron I. Hatton”

Sharron I. Hatton
Corporate Secretary

NOTES:

1. Shareholders who are unable to be present personally at the meeting are requested to sign and return, in the envelope provided for that purpose, the accompanying form of proxy for use at the meeting. To be used at the meeting, a shareholder's proxy must be deposited either at the registered office of the Corporation at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of the meeting on the day of the meeting, or any adjournment thereof.

2. Only holders of Class B subordinate voting shares of the Corporation of record at the close of business on the 5th day of April, 2004 will be entitled to vote at the meeting except to the extent that a person has transferred the ownership of any of such shares after that date and the transferee of such shares establishes proper ownership and requests not later than ten days before the meeting that their name be included in the list of shareholders, in which case the transferee will be entitled to vote such shares at the meeting.