
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS


NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of 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, May 16, 2007, at 11:00 a.m. (Toronto time) for the following purposes:

- I to receive the financial statements of the Corporation for the year ended December 31, 2006 and the auditor's report on those statements;
- II to elect the Board of Directors;
- III to appoint an auditor and authorize the directors to fix the remuneration of the auditor;
- IV to consider and, if thought fit, approve a resolution amending the Corporation's Employee Stock Option Plan to:
 - i) increase the number of Common Shares of the Corporation reserved for issuance under the Plan by an additional 750,000 Common Shares;
 - ii) specify amendments which may not be made without requiring Shareholder approval; and
 - iii) provide for the extension of the time to exercise options that would expire during a blackout period; and
- V to transact any other business properly before the meeting.

A form of proxy and a Management Information Circular accompany this notice.

DATED at Toronto, Ontario this 23rd day of March, 2007.

By Order of the Board



Christer V. Ahlvik
Corporate Secretary

Shareholders who are unable to be present personally at the Annual and Special Meeting are requested to complete and sign the enclosed proxy form to be returned in the envelope provided or mail the proxy form to Computershare Investor Services, Proxy Department, 100 University Avenue, 9th Floor, North Tower, Toronto, Ontario, Canada, M5J 2Y1 or send the proxy form by facsimile to 416-263-9524 or 1-866-249-7775. Proxy forms must be received not later than 5:00 p.m. (Toronto time) on Monday, May 14, 2007.