

## Notice of Annual and Special Meeting of Shareholders

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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 Tuesday, May 18, 2010, 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, 2009 and the auditor's report on the financial statements;
- II to elect the Board of Directors;
- III to appoint the auditor and authorize the directors to fix the remuneration of the auditor;
- IV to consider and, if thought fit, approve an ordinary resolution in the form set out in Schedule C 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 to 5,335,198; and
  - ii) add a stock appreciation right and provide that Common Shares underlying an option which is cancelled on the exercise of a related stock appreciation right shall be available for subsequent option grants.
- V to transact any other business as may properly come before the meeting.

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

Shareholders who are unable to be present in person at the Annual and Special Meeting are requested to complete and sign the enclosed form of proxy and return it in the envelope provided or mail the proxy form to Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9<sup>th</sup> Floor, North Tower, Toronto, Ontario, Canada, M5J 2Y1 or, send the proxy form by facsimile to 1-866-249-7775 within Canada and the United States or 416-263-9524 from all other countries. Proxy forms must be received not later than 5:00 p.m. (Toronto time) on Friday, May 14, 2010.

DATED at Toronto, Ontario, this 19<sup>th</sup> day of March, 2010.

By order of the Board of Directors



Christer V. Ahlvik  
Senior Vice President, Corporate Counsel & Corporate Secretary