

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF  
CENTRAL FUND OF CANADA LIMITED**

**TO BE HELD NOVEMBER 30, 2017**

**NOTICE IS HEREBY GIVEN** that, pursuant to an order (the "**Interim Order**") of the Court of Queen's Bench of Alberta dated October 26, 2017, a special meeting (the "**Meeting**") of the holders (the "**Class A Shareholders**") of Class A non-voting shares (the "**Class A Shares**") of Central Fund of Canada Limited ("**CFCL**") and the holders (the "**Common Shareholders**") and together with the Class A Shareholders, the "**CFCL Shareholders**") of common shares (the "**Common Shares**", and together with the Class A Shares, the "**CFCL Shares**") of CFCL will be held at the offices of Parlee McLaws LLP at Suite 3300, 421 – 7<sup>th</sup> Avenue S.W., Calgary, Alberta, Canada at 1:00 p.m. (Calgary time) on November 30, 2017 for the following purposes:

- (a) for the Class A Shareholders to consider, and if thought advisable, to approve, with or without variation, a special resolution (the "**Class A Shareholder Arrangement Resolution**") of the Class A Shareholders, the full text of which is set forth in Appendix A-1 to the accompanying management information circular dated October 26, 2017 (the "**Circular**"), to approve a plan of arrangement (the "**Arrangement**") under section 193 of the *Business Corporations Act* (Alberta) ("**ABCA**") involving CFCL, Sprott Physical Gold and Silver Trust (the "**Trust**"), Sprott Inc., The Central Group Alberta Ltd. and its shareholders, 2070140 Alberta Ltd. and the CFCL Shareholders;
- (b) for the Common Shareholders to consider, and if thought advisable, to approve, with or without variation, a special resolution (the "**Common Shareholder Arrangement Resolution**") of the Common Shareholders, the full text of which is set forth in Appendix A-2 to the Circular, to approve the Arrangement; and
- (c) to transact such further and other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Specific details of the matter to be put before the Meeting are set forth in the Circular.

**If either the Class A Shareholder Arrangement Resolution or the Common Shareholder Arrangement Resolution is not approved by the CFCL Shareholders at the Meeting, the Arrangement cannot be completed. Further details in this regard are provided in the Circular which accompanies this Notice.**

The record date (the "**Record Date**") for the determination of CFCL Shareholders entitled to receive notice of and to vote at the Meeting is October 27, 2017. Only CFCL Shareholders whose names have been entered in the registers of Class A Shareholders and Common Shareholders, as applicable, at the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting; provided that, to the extent a CFCL Shareholder transfers the ownership of any Class A Shares or Common Shares after the Record Date and the transferee of those Class A Shares or Common Shares, as applicable, produces properly endorsed Class A Share or Common Share, as applicable, certificates or otherwise establishes ownership of such Class A Shares or Common Shares, as applicable, and demands, not later than ten days before the Meeting, to be included on the list of CFCL Shareholders entitled to vote at the Meeting, such transferee will be entitled to vote those Class A Shares or Common Shares, as applicable, at the Meeting.

Each CFCL Share entitled to be voted at the Meeting will entitle the holder to one vote at the Meeting. The Class A Arrangement Resolution must be approved by at least 66 $\frac{2}{3}$ % of the votes cast by Class A Shareholders and a "majority of the minority" of the votes cast by Class A Shareholders (as required by Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*), in each case, present in person or represented by proxy at the Meeting. The Common Shareholder Arrangement Resolution must be approved by at least 66 $\frac{2}{3}$ % of the votes cast by the Common Shareholders and a "majority of the minority" of the votes cast by Common Shareholders, in each case, present in person or represented by proxy at the Meeting.

**A CFCL Shareholder may attend the Meeting in person or may be represented by proxy. CFCL Shareholders that are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the applicable form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the applicable form of proxy must be received by AST Trust Company (Canada), by mail: at P.O. Box 721, Agincourt, Ontario M1S 0A1, Attention: Proxy Department, or by facsimile: 1-866-781-3111 for Toll Free within North America or 416-368-2502 outside of North America (and may be scanned and emailed to proxyvote@astfinancial.com (English) or votezprocuracion@astfinancial.com (French), no later than 1:00 p.m. (Calgary time) on November 28, 2017 or 48 hours (excluding Saturdays, Sundays and statutory holidays in Calgary,**

Alberta) prior to the time of any adjournment or postponement of the Meeting. Notwithstanding the foregoing, the Chair of the Meeting, subject to the terms and conditions of the Arrangement Agreement, has the discretion to accept proxies received after such deadline. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice, subject to the terms and conditions of the Arrangement Agreement.

Registered holders of Class A Shares should complete the accompanying white form of proxy and registered holders of Common Shares should complete the accompanying yellow form of proxy.

Beneficial (non-registered) holders of CFCL Shares who receive these materials through their broker, bank, trust company or other intermediary or nominee should follow the instructions provided by their broker, bank, trust company or other intermediary or nominee.

Pursuant to the Interim Order: (a) registered holders of Class A Shares have the right to dissent in respect of the Arrangement Resolutions and to be paid, an amount equal to the fair value of their Class A Shares in respect of which such right to dissent was validly exercised; and (b) registered holders of Common Shares have the right to dissent in respect of the Arrangement Resolutions and to be paid, an amount equal to the fair value of their Common Shares in respect of which such right to dissent was validly exercised. These dissent rights and the dissent procedures are described in the Circular. The dissent procedures require that in order for a Registered CFCL Shareholder (a "**Dissenting Shareholder**") to exercise the right to dissent, the Dissenting Shareholder's written objection to the applicable Arrangement Resolution must be received by CFCL, care of its solicitors, Parlee McLaws LLP, 3300 TD Canada Trust Tower, 421 – 7 Avenue S.W., Calgary, AB, T2P 4K9, Attention: Nancy M. Penner, not later than 5:00 p.m. (Calgary time) on November 28, 2017 or, in the case of any adjournment or postponement of the Meeting, by no later than 5:00 p.m. (Calgary time) on the second business day immediately preceding the day of the adjourned or postponed Meeting, and must otherwise strictly comply with the dissent procedures described in the Circular. Failure to strictly comply with the dissent procedures set forth in Section 191 of the ABCA, as modified by the plan of arrangement and the Interim Order, will result in loss of the right to dissent. See the section entitled "*Part I – The Arrangement – Right to Dissent*" in the Circular.

The proxyholder has discretion under the applicable accompanying form of proxy or voting instruction form with respect to any amendments or variations of the matter of business to be acted on at the Meeting or any other matters properly brought before the Meeting or any adjournment or postponement thereof, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the Meeting is routine and whether or not the amendment, variation or other matter that comes before the Meeting is contested. As of the date hereof, CFCL knows of no amendments, variations or other matters to come before the Meeting other than the matter set forth in this Notice of Meeting. CFCL Shareholders are encouraged to review the Circular carefully before submitting the applicable form of proxy or voting instruction form.

Dated at Ancaster, Ontario, this 26<sup>th</sup> day of October, 2017.

**BY ORDER OF THE BOARD OF CENTRAL FUND OF  
CANADA LIMITED**

(Signed) "*J.C. Stefan Spicer*"

J.C. Stefan Spicer  
Chairman, President & CEO