

**SASKWORKS VENTURE FUND INC.
 NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
 TO BE HELD
 May 31, 2017**

NOTICE IS HEREBY GIVEN that a Special Meeting (the "Meeting") of the shareholders of SaskWorks Venture Fund Inc. (the "Fund") will be held at the offices of the Fund at 1925 Victoria Avenue (Second Floor), Regina, Saskatchewan, on Wednesday the 31st day of May, 2017 at the hour of 3:00 p.m. (Regina time), for the following purposes:

1. To consider for approval the amendment and restating of the articles of the corporation to eliminate the early redemption fee from the Class A – Series A and Class R – Series A shares; and
3. to 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 Management Proxy Circular accompanying this Notice.

Shareholders should plan to arrive at the Meeting prior to its commencement at 3:00 p.m. to allow for the registration of shareholders between 2:30 p.m. and 3:00 p.m.

DATED this 14th day of April, 2017

BY ORDER OF THE BOARD OF DIRECTORS



Douglas Frondall, Chairman

Shareholders who are unable to attend the Meeting may appoint a proxyholder to attend and act at the Meeting on their behalf. Shareholders wishing to appoint a proxyholder are requested to complete and submit the Proxy enclosed with this Notice of Special Meeting in one of the following ways no later than 24 hours, excluding Saturdays and holidays, preceding the Meeting.

<p>VOTE BY MAIL: To be effective, the form of proxy must be completed, signed and returned by mail to: Data Processing Centre, P.O. Box 2800, Stn. LCD, Malton, Mississauga, ON L5T 9Z9</p>	<p>VOTE BY FACSIMILE: If you choose the fax option, dial: 905-507-7793 (English) or 514-281-8911 (French) and ensure that all pages of the proxy are returned.</p>
<p>VOTE BY TELEPHONE: As an alternative, you may enter your vote instruction by telephone at 1-800-474-7493 (English) or 1-800-474-7501 (French). Your 16-digit control number is located on the reverse of the form of proxy.</p>	<p>VOTE BY INTERNET: To vote via the Internet visit www.proxyvote.com. Your 16-digit control number to access the Internet voting system is located on the reverse of the form of proxy. You cannot use the Internet voting service to vote on the day of the Meeting.</p>