

March 29, 2006

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**QUEST CAPITAL CORP.**

**NOTICE OF MEETING**

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the "**Meeting**") of the holders of common shares ("**Shares**") of Quest Capital Corp. (the "**Company**") will be held at The National Club, Howland Room, 303 Bay Street, Toronto, Ontario M5H 2R1 (telephone: 416-364-3247), on Thursday, April 27, 2006, at the hour of 4:30 pm, Toronto time, for the following purposes:

1. To receive and consider the report of the directors and the consolidated financial statements together with the auditor's report thereon for the financial year ended December 31, 2005;
2. To determine the number of directors at ten (10);
3. To elect directors for the ensuing year;
4. To appoint the auditor for the ensuing year;
5. To authorize the directors to fix the remuneration to be paid to and terms of engagement of the auditor; and
6. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The following documents will be mailed on March 30, 2006:

1. Notice of Meeting;
2. Information Circular;
3. Proxy; and
4. Supplemental Mailing List Return Form.

Only shareholders of record on March 23, 2006 are entitled to receive notice and vote at the Meeting. All of the items above will be available on [www.sedar.com](http://www.sedar.com).

**BY ORDER OF THE BOARD**

"Brian E. Bayley"

Brian E. Bayley, President and Chief Executive Officer

**For more information about Quest, please visit our website ([www.questcapcorp.com](http://www.questcapcorp.com)) or visit [www.sedar.com](http://www.sedar.com) or contact:**

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