



PEDIAPHARM INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual general and special meeting (the "**Meeting**") of shareholders of common shares of Pediapharm Inc. (the "Corporation") will be held at 150 King Street West, 16th floor, Toronto, Ontario, M5H 1J9, on Wednesday, December 12, 2018 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended March 31, 2018 and the report of the auditor thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at seven (7);
3. to elect the board of directors of the Corporation (the "**Board**") for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the Board to fix the auditor's remuneration;
5. to consider, and if thought fit, to approve, with or without variation an ordinary resolution, as more particularly set forth in the accompanying Management Information Circular prepared for the Meeting, relating to the approval of the 2018 omnibus equity incentive compensation plan ("**Omnibus Plan**") of the Corporation; and
6. to consider, and if thought fit, to approve, by ordinary resolution of disinterested shareholders, and subject to TSXV approval, grants of up to 20% of the options to be granted pursuant to the Omnibus Plan to Insiders (or such lesser number as permitted by the TSX Venture Exchange ("**TSXV**")), such grants representing more than 10% of the total number of common shares in the capital of the Corporation ("**Common Shares**") outstanding as at the date hereof to be reserved for issuance to all Insiders (as such term is defined in the policies of the TSXV) (as a group) of the Corporation, as more particularly set forth in the accompanying Management Information Circular prepared for the Meeting;
7. to consider, and if thought fit, to approve, by ordinary resolution of disinterested shareholders, certain equity incentive grants to Insiders of the Corporation under the Omnibus Plan, such grants each representing more than 1% of the total issued and outstanding Common Shares as at the date hereof, as more particularly set forth in the accompanying Management Information Circular prepared for the Meeting;
8. to consider, and if thought fit, to approve, with or without variation a special resolution amending to the articles of the Corporation to change the name of the Corporation to "Medexus Pharmaceuticals Inc.", or such other name as the Board, in its sole discretion, deems appropriate, as more particularly set forth in the accompanying Management Information Circular prepared for the Meeting;
9. to consider, and if thought fit, to approve, with or without variation a special resolution approving the consolidation of the Common Shares on the basis of one (1) post-consolidation share for every fifteen (15) pre-consolidation shares, or such other ratio as the Board, in its sole discretion, deems appropriate, as more particularly set forth in the accompanying Management Information Circular prepared for the Meeting; and

10. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

DATED this 12th day of November, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS OF
PEDIAPHARM INC.**

"Pierre Lapalme"

Pierre Lapalme

Chairman of the Board

NOTE:

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be received by Computershare Trust Company of Canada, Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, at least forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays in the Province of Ontario, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.