

VENTRIPOINT DIAGNOSTICS LTD.

**219 Dufferin Street, Suite 8A
Toronto, Ontario, Canada, M4S 1V2**

**NOTICE OF THE ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS TO BE HELD AUGUST 14, 2017**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “Meeting”) of the shareholders of Ventripoint Diagnostics Ltd. (the “Corporation”) will be held at the offices of **DLA Piper (Canada) LLP, Suite 1000, Livingston Place West, 250 2nd Street SW, Calgary, Alberta**, on Monday, August 14, 2017 at 2:00 pm, Mountain Standard Time, for the following purposes:

1. To receive the financial statements of the Corporation for the year ended December 31, 2016 and the report of the auditors thereon;
2. To fix the number of directors at five (5) and to elect directors for the ensuing year;
3. To appoint auditors for the ensuing year and authorize the directors to fix their remuneration;
4. To consider, and if thought appropriate, to pass, with or without variation, an ordinary resolution approving and ratifying the incentive stock option plan;
5. To consider, and if thought appropriate, to pass an ordinary resolution approving (a) an increase of the number of Deferred Share Units available under the Corporation’s Deferred Share Unit plan to 600,000; and (b) certain amendments to the Deferred Share Unit plan which are made to ensure the Deferred Share Unit plan complies with the Policies of the TSXV; and
6. To transact such other business as may properly be brought before the Meeting.

The enclosed Information Circular accompanying this Notice of Meeting should be consulted for further details on the matters to be acted upon.

DATED as of the 14th day of July, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

“George Adams”

Dr. George Adams

President, Chief Executive Officer and Director

IMPORTANT

Only holders of common shares of the Corporation of record at the close of business on July 10, 2017 are entitled to notice of the Meeting and only those holders of the common shares of the Corporation of record at the close of business on July 10, 2017, or who subsequently become shareholders and comply with the provisions of the *Canada Business Corporations Act*, are entitled to vote at the Meeting. If you are unable to attend in person, kindly fill in, sign and return the enclosed proxy in the envelope provided for that purpose.

Proxies, to be valid, must be deposited at the office of the transfer agent of the Corporation, Computershare, Attn: Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays in the Province of Alberta, preceding the Meeting or any adjournment of the Meeting.