

KANE BIOTECH INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 7, 2017**

TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “Meeting”) of the holders of common shares of Kane Biotech Inc. (the “Corporation”) will be held at Mount Royal Club, Greville Smith Room, 1175 Sherbrooke St. W., Montreal, Quebec on June 7, 2017, at the hour of 10:00 a.m. (Eastern Daylight Time) for the following purposes:

1. to review the audited financial statements of the Corporation for the year ending December 31, 2016;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint auditors of the Corporation for the ensuing year and to authorize the directors to fix the auditors’ remuneration;
4. to re-approve the Corporation's stock option plan; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Shareholders are referred to the accompanying Management Information Circular for more detailed information with respect to the matters to be considered at the Meeting.

Shareholders who do not expect to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it in the envelope provided for that purpose. All proxies to be used at the Meeting must be received by the Corporation’s Transfer Agent, CST Trust Company at P.O. Box 721, Agincourt, Ontario, M1S 0A1, Attention: Proxy Department, or by email to proxy@canstockta.com or by facsimile to 416-368-2502 (Toll Free: 1-866-781-3111 Canada & US Only), not less than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or any adjournment(s) thereof.

The directors have fixed May 3, 2017 as the record date for the Meeting. Holders of common shares of record at the close of business on May 3, 2017 are entitled to receive notice of the Meeting and to vote thereat or at any adjournment(s) thereof.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*Philip Renaud*”

Philip Renaud
Chairman

May 3, 2017