INNOVOTECH INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Shares**") of Innovotech Inc. ("**Innovotech**") will be held in the offices of Parlee McLaws LLP at 1700 Enbridge Centre, 10175-101 Street NW, Edmonton, Alberta, T5J 0H3 on Tuesday, November 7, 2017 at 10:00 a.m. (Edmonton time) for the following purposes:

1. to receive the audited financial statements of Innovotech for the financial year ended December 31, 2016, together with the auditors' report thereon;

2. to appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditors and to authorize the board of directors to fix the auditors' remuneration;

3. to fix the size of the board of directors at seven (7) members;

4. to elect the board of directors to serve until the next annual meeting of the Shareholders or until their successors are duly elected or appointed;

5. to consider, and if thought fit, to pass, with or without variation, an ordinary resolution to approve the creation of a new "control person" of the Corporation, as such term is defined under the policies of the TSX Venture Exchange, as a result of an exercise of warrants as more particularly described in the accompanying Information Circular;

6. to consider, and if thought fit, to pass, with or without variation, an ordinary resolution to approve a stock option plan attached as Schedule C to this Information Circular whereby a maximum of ten (10%) percent of the Corporation's issued and outstanding Shares will be reserved for issuance from time to time; and

7. to transact such other business as may properly be brought before the Meeting, or any adjournment or adjournments thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular, which Information Circular forms a part of this notice.

Each person who is a Shareholder of record at the close of business on October 3, 2017 (the "**Record Date**"), will be entitled to notice of, and to attend and vote at, the Meeting provided that, to the extent a Shareholder as of the Record Date transfers the ownership of any Shares after such date and the transferee of those Shares establishes that the transferee owns the Shares and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting.

Edmonton, Alberta
October 3, 2017

By Order of the Board Of Directors
(Signed) "Dr. James Timourian"
Chairman of the Board

Shareholders who are unable to attend the Meeting in person are requested to ***COMPLETE AND SIGN THE ACCOMPANYING FORM OF PROXY*** *and forward it in the enclosed envelope to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 (facsimile: 416-263-9524), not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment or adjournments thereof, as applicable, in order for such proxy to be used at the Meeting, or any adjournment or adjournments thereof.*