

**BIOHEP TECHNOLOGIES LTD.**  
**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting of the shareholders of BioHEP Technologies Ltd. (the “**Corporation**”) will be held at 2700 - 700 West Georgia Street Vancouver, British Columbia, at 10:00 a.m. (Pacific Daylight Time) on Friday, March 31, 2017 (the “**Meeting**”), for the following purposes:

1. to receive the audited financial statements of the Corporation for the years ended January 31, 2016 and 2017, together with the report of the auditors thereon;
2. to elect the directors of the Corporation;
3. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution appointing Charlton & Company as auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration of the auditors, as more particularly set out in the accompanying management information circular;
4. to consider, and if thought advisable, to pass, with or without variation, a special resolution authorizing an alteration of the Corporation’s Articles to include advance notice provisions; and
5. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

Details of the foregoing matters are contained in the accompanying management information circular of the Corporation.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its executed form of proxy with the Corporation’s transfer agent and registrar, **TSX Trust Company, 200 University Ave. Suite 300, Toronto, ON M5H 4H1 (Attention: Proxy Department), on or before 10:00 a.m. (Pacific Daylight Time) on March 29, 2017**, or at least not less than 48 hours (excluding Saturday, Sunday and statutory holidays) preceding the Meeting or an adjournment of the Meeting at which the proxy is to be used, or by delivering it to the Chair of the Meeting before the time of voting on the day of the Meeting or any adjournment thereof.

**DATED:** February 24, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) “*Chester Shynkaryk*”  
Chief Executive Officer, Chief Financial Officer and  
Director