

**RESVERLOGIX CORP.**

**NOTICE OF ANNUAL MEETING TO BE HELD ON OCTOBER 31, 2019**

To: The holders of common shares (the “**Common Shares**”):

TAKE NOTICE that an Annual Meeting (the “**Meeting**”) of the shareholders of Resverlogix Corp. (the “**Corporation**”) will be held on Thursday, October 31, 2019 at 1:00 p.m. (Calgary time), at Mount Royal University, Roderick Mah Centre for Continuous Learning, Ross Glen Hall (Room EC1040), 4825 Mount Royal Gate SW, Calgary, Alberta for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended April 30, 2019 and the report of the auditors thereon, and the unaudited financial statements of the Corporation for the interim period ended July 31, 2019;
2. to set the number of directors to be elected at the Meeting at six (6);
3. to elect directors for the ensuing year as described in the Management Information Circular accompanying this Notice (the “**Management Information Circular**”);
4. to appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors; and
6. to transact such other business that may properly come before the Meeting or adjournments thereof.

The details of all matters to be put before shareholders at the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to consider and vote on each of the foregoing items.

The board of directors has fixed the close of business on September 16, 2019 as the record date for determining holders of Common Shares who are entitled to notice of and to attend and vote at the Meeting.

Holders of Common Shares who are unable to be present at the Meeting are requested to complete and return the accompanying form of proxy to the Corporation’s registrar and transfer agent, Computershare Trust Company of Canada, by mail to 135 West Beaver Creek, P.O. Box 300, Richmond Hill, ON L4B 4R5, by hand at 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 (Attention: Proxy Department), or by phone or internet pursuant to the instructions provided in the form of proxy, prior to 1:00 p.m., Calgary time, on October 29, 2019, or at least forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays, preceding any adjournment of the Meeting. 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.

Your participation as a shareholder is very important to the Corporation. Please ensure your Common Shares are represented at the Meeting.

DATED at Calgary, Alberta, this 16<sup>th</sup> day of September, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) "*Donald J. McCaffrey*"

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Donald J. McCaffrey  
Chairman, President, CEO and Secretary

## RESVERLOGIX CORP.

### ANNUAL MEETING OF SHAREHOLDERS NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notice-and-access notification (the “**NA Notice**”) as Resverlogix Corp. (the “**Corporation**”) has decided to use the notice-and-access model for delivery of meeting materials to its beneficial holders (“**Beneficial Shareholders**”) of common shares (“**Common Shares**”) for the Annual Meeting (the “**Meeting**”) of holders of Common Shares which will be held on Thursday, October 31, 2019 at 1:00 p.m. (Calgary time). Beneficial Shareholders will receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of meeting and management information circular (“**Information Circular**”), Beneficial Shareholders receive this NA Notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally responsible as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

#### MEETING DATE AND LOCATION:

WHEN: Thursday, October 31, 2019 at 1:00 p.m. (Calgary time)

WHERE: Mount Royal University  
Roderick Mah Centre for Continuous Learning  
Ross Glen Hall (Room EC1040)  
4825 Mount Royal Gate SW  
Calgary, Alberta

#### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

**Financial Statements:** Although no vote is required, shareholders will receive and consider the Corporation’s consolidated financial statements for the year ended April 30, 2019, together with the report of the auditors thereon, and the unaudited financial statements of the Corporation for the interim period ended July 31, 2019.

**Fixing Number of Directors:** Shareholders will be asked to fix the number of directors to be elected at the Meeting to six members. Information respecting fixing the number of directors may be found in the “*Fixing the Number of Directors and Election of Directors*” section of the Information Circular.

**Election of Directors:** Shareholders will be asked to elect six directors for the ensuing year. Information respecting the election of directors may be found in the “*Fixing the Number of Directors and Election of Directors*” section of the Information Circular.

**Appointment of Auditors:** Shareholders will be asked to appoint KPMG LLP as the Corporation’s auditors for the ensuing year, and authorize the Corporation’s directors to fix their remuneration. Information respecting the appointment of KPMG LLP may be found in the “*Appointment of Auditors*” section of the Information Circular.

**Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the “*Exercise of Discretion by Proxies*” section of the Information Circular.

#### SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

#### WEBSITES WHERE MEETING MATERIALS ARE POSTED

Meeting materials can be viewed online at [www.sedar.com](http://www.sedar.com) or at the Corporation’s internet address as follows:  
<https://www.resverlogix.com/investors/financial-reports#2019>.

#### HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Beneficial Shareholders may request that a paper copy of the Information Circular and/or financial information be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

- Visiting the following internet address:  
<https://www.resverlogix.com/investors/financial-reports#2019>
- Call toll-free in North America 1-855-215-2240; or
- Sending an email to [info@resverlogix.com](mailto:info@resverlogix.com)

Requests should be received **at least five (5) business days in advance** of the proxy cut-off date and time set out in the accompanying proxy or voting instruction form in order to receive the Meeting materials in advance of such date and the date of the Meeting.

In relation to the Meeting, Registered Shareholders will receive a paper copy of the Information Circular and a form of proxy whereas Beneficial Shareholders will only receive this NA Notice and a proxy or voting instruction form. Furthermore, a paper copy of the Corporation's financial statements and related management's discussion and analysis for the most recently completed financial year end will be mailed to Registered Shareholders and only Beneficial Shareholders who responded to the supplemental mail card pursuant to National Instrument 51-102.

**VOTING:**

Beneficial Shareholders are asked to return their proxies or voting instruction forms using one of the methods as set out in the accompanying proxy or voting instruction form at least one (1) business day in advance of the proxy cut-off date (or earlier if sending by regular mail).

**Shareholders with questions about notice-and-access can email the Corporation at [info@resverlogix.com](mailto:info@resverlogix.com) or call toll free at 1-855-215-2240.**