

RESVERLOGIX CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING TO BE HELD ON DECEMBER 22, 2020

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

TAKE NOTICE that an Annual and Special Meeting (the “**Meeting**”) of the shareholders of Resverlogix Corp. (the “**Corporation**”) will be held on Tuesday, December 22, 2020 at 1:00 p.m. (Calgary time), at the Corporation’s offices at Suite 300, 4820 Richard Road SW, Calgary, Alberta for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended April 30, 2020 and the report of the auditors thereon, and the unaudited financial statements of the Corporation for the interim period ended July 31, 2020;
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 the auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider, and if thought fit, approve, with or without modification, an ordinary resolution approving an amendment to the Corporation’s By-Law No. 2, to allow for shareholder meetings to be held virtually using electronic means, as more particularly set forth in the Management Information Circular;
6. to consider, and if thought fit, approve, with or without modification, an ordinary resolution approving a private placement of 10,560,000 units of the Corporation at a price of \$1.25 per unit, each unit being comprised of one Common Share and one common share purchase warrant exercisable at a price of \$1.50 per share, as more particularly set forth in the Management Information Circular; and
7. 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 November 2, 2020 as the record date for determining holders of Common Shares who are entitled to notice of and to attend and vote at the Meeting.

Cautionary Note on ‘In-Person’ Attendance

Although the Corporation intends to hold its Meeting in person, in view of the current and rapidly evolving COVID-19 outbreak, the Corporation will follow the instructions of the Public Health Agency of Canada (PHAC) (www.canada.ca/en/public-health.html) and Alberta Health Services (www.albertahealthservices.ca) and be limiting the number of attendees.

The meeting venue will only safely accommodate a very limited number of attendees. In order to mitigate potential risks to the health and safety of the Corporation’s shareholders, employees, communities and other stakeholders, access to the Meeting will be limited to only essential personnel, registered shareholders and proxyholders entitled to attend the Meeting. The Corporation strongly urges shareholders and other stakeholders not to attend the Meeting in person.

As such, the Company has organized a webcast of the Meeting (details are set out below) whereby shareholders can listen to the Meeting online. This is not a virtual meeting and shareholders cannot vote or ask questions as part of the Meeting; questions following the Meeting can be submitted by emailing ir@resverlogix.com.

The Company encourages shareholders to vote their shares at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the Meeting (or any adjournment thereof) by following the instructions set out in the form of proxy or voting instruction form received by such shareholders.

See instructions below to join the webcast:

It is highly recommended to access the webcast over the Internet using the following link: <http://services.choruscall.ca/links/resverlogixagm20201222.html> A replay of the webcast (using the same link provided) will be available for one month following the conclusion of the event.

If dialing in by phone, dial 1-800-319-4610 (within Canada / USA) or +1-403-351-0324 (International Toll). Callers should dial-in at least 15 min prior to the scheduled start time.

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 9th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *Donald J. McCaffrey*

Donald J. McCaffrey
Chairman, President, CEO and Secretary