

**iCo THERAPEUTICS INC.**  
**(the “Company”)**

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

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “Meeting”) of the shareholders of iCo Therapeutics Inc. (the “Company”) will be held at the offices of the Company, 6<sup>th</sup> – 777 Hornby Street, Vancouver, British Columbia at 10:00 a.m. (Vancouver time) on December 30, 2020 for the following purposes:

1. to receive the consolidated financial statements of the Company for the 12-month period ended December 31, 2019 and the report of the auditors thereon;
2. to elect the directors of the Company for the ensuing year;
3. to appoint PricewaterhouseCoopers LLP as auditors of the Company until the next annual meeting of the Company and to authorize the directors of the Company to fix their remuneration;
4. to consider and, if deemed advisable, pass an ordinary resolution to approve the Company’s amended and restated stock option plan as set out in Schedule “A” to the accompanying management information circular (the “Circular”), as more particularly described therein; and
5. to transact such other business as may properly be brought before the Meeting.

Further information regarding the above items is set out in the Circular accompanying this Notice of Annual General and Special Meeting of Shareholders. Only shareholders of record at the close of business on November 23, 2020 are entitled to notice of and to vote at the Meeting or any adjournment or postponement thereof.

Shareholders may vote their shares by completing, signing and returning the accompanying form of proxy to the transfer agent of the Company, Computershare Investor Services Inc., no less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or by completing, signing and delivering the accompanying form of proxy to the Chairman of the Meeting prior to its commencement.

Information with respect to voting by non-registered beneficial shareholders is included in the Circular. Non-registered beneficial shareholders should seek instructions on how to vote their shares from their broker, investment dealer, bank, trust company or other intermediary.

**Impact of COVID-19**

The Company is carefully monitoring the public health recommendations and orders related to the COVID-19 pandemic and our first priority is the health and safety of our communities, shareholders, employees and other stakeholders. To mitigate risk and to comply with all recommendations, orders, safety measures and protocols related to COVID-19, shareholders are strongly advised to refrain from attending the Meeting in person and are requested to read the enclosed Circular and proxy, and then complete and deposit the proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof with the Company’s transfer agent by delivery to: Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1 by 10:00 a.m. (Pacific time), on Monday, December 28, 2020, or at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting or any adjournment of it unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. Unregistered shareholders who received the proxy through an intermediary must deliver the proxy in accordance with the instructions given by such intermediary. The Company will provide a dial-in number to the Meeting so that shareholders or proxyholders can listen to the live Meeting. Shareholders listening to the live Meeting will only be entitled to vote by proxy and will only be counted in quorum if they send their proxies to the Company, as described above. The dial-in number for the live Meeting is an accommodation for shareholders and proxyholders who wish to hear the live Meeting without attending in person because of COVID-19.

If any shareholder does wish to attend the Meeting in person, please contact Michael Liggett at [liggett@icotherapeutics.com](mailto:liggett@icotherapeutics.com) in order for iCo to determine whether arrangements can be made that comply with all recommendations, regulations and orders related to the COVID-19 pandemic in effect at the time of the Meeting. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person.

The Company may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable health and safety recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means.

Shareholders who wish to listen to the live Meeting may do so by joining at the dial-in below:

Dial-in Number:

+1 855 3184202

Access Code: 6314180

DATED at Vancouver, British Columbia this 30<sup>th</sup> day of November, 2020.

By Order of the Board of Directors

(signed) "*William Jarosz*"  
William Jarosz

Chief Executive Officer and Director