### CHROMEDX CORP.

16<sup>th</sup> Floor, 401 Bay Street Toronto, Ontario M5H 2Y4

# NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the "Meeting") of shareholders of ChroMedX Corp. (the "Company") will be held on Friday, June 29, 2018 at the hour of 11:00 a.m. (Eastern time), at the offices of Irwin Lowy LLP at Suite 400, 365 Bay Street, Toronto, Ontario M5H 2V1 for the following purposes:

- 1. to receive and consider the audited consolidated financial statements of the Company for the year ended September 30, 2017 and the report of the auditor thereon;
- 2. to consider and, if deemed advisable, pass, with or without variation, a special resolution to determine the number of directors of the Company and the number of directors to be elected at the Meeting to be six and to empower the directors of the Company, by resolution of the directors, to determine the number of directors within the minimum and maximum number set out in the articles of amalgamation of the Company;
- 3. to elect the directors of the Company;
- 4. to confirm the appointment by the board of directors of, and to appoint, the auditors of the Company and to authorize the directors to fix their remuneration;
- 5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the articles of amalgamation of the Company to change the name of the Company to "Relay Medical Corp." or such other name as the directors of the Company, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Business Corporations Act* (Ontario); and
- 6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolutions referred to in items 2 and 5 above are attached to this notice of the Meeting as exhibits A and B respectively.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company's transfer agent and registrar, AST Trust Company (Canada), Suite 1200, 1 Toronto St., Toronto, Ontario M5C 2V6 not later than 11:00 a.m. (Eastern time) on Wednesday, June 27, 2018 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Friday, May 25, 2018 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual

and special meeting. Additional information about the Company and its consolidated financial statements are also available on the Company's profile at <a href="www.sedar.com">www.sedar.com</a>.

**DATED** at Toronto, Ontario this 30<sup>th</sup> day of May, 2018.

# BY ORDER OF THE BOARD

"Gerard Edwards" (signed)
Executive Chairman and Director

## **EXHIBIT A**

#### SPECIAL RESOLUTION OF THE SHAREHOLDERS

OF

#### CHROMEDX CORP.

## **NUMBER OF DIRECTORS**

### "BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- 1. the number of directors of the Company and the number of directors to be elected at the annual and special meeting of the shareholders of the Company to be held on June 29, 2018, within the minimum and maximum number of directors of the Company provided for in the articles of amalgamation of the Company, is hereby determined to be six;
- 2. the directors of the Company be and they are hereby empowered, by resolution of the directors, to determine, from time to time, the number of directors of the Company and the number of directors to be elected at meetings of the shareholders of the Company subsequent to June 29, 2018, within the minimum and maximum number of directors of the Company provided for in the articles of amalgamation of the Company; and
- 3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

### **EXHIBIT B**

#### SPECIAL RESOLUTION OF THE SHAREHOLDERS

OF

### CHROMEDX CORP.

# AMENDMENT TO ARTICLES OF AMALGAMATION – NAME CHANGE

## "BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- 1. the articles of amalgamation of the Company be amended to change the name of the Company to "Relay Medical Corp." or such other name as the directors of the Company, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Business Corporations Act* (Ontario) (the "Name Change");
- 2. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they are hereby authorized and empowered to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the Name Change and to determine not to proceed with the amendment of the articles of amalgamation of the Company without further approval of the shareholders of the Company; and
- 3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of the articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."