

RELAY MEDICAL CORP.
16th Floor, 401 Bay Street
Toronto, Ontario M5H 2Y4

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting (the "**Meeting**") of shareholders of **Relay Medical Corp.** (the "**Company**") will be held on **Wednesday, September 25, 2019** at the hour of 11:00 a.m. (Eastern time), at the offices of Irwin Lowy LLP at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended September 30, 2018 and the report of the auditor thereon;
2. to elect the directors of the Company;
3. 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; and
4. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

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 Monday, September 23, 2019 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 Wednesday, August 21, 2019 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 meeting. Additional information about the Company and its consolidated financial statements are also available on the Company's profile at www.sedar.com.

DATED at Toronto, Ontario this 26th day August, 2019.

BY ORDER OF THE BOARD

"Gerard Edwards" (*signed*)
Chairman and Director