

APPLIED INVENTIONS MANAGEMENT INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the "**Meeting**") of shareholders ("**Shareholders**") of Applied Inventions Management Inc. (the "**Corporation**") will be held at the offices of its solicitors, WeirFoulds LLP, Mason Room, 66 Wellington Street West, Suite 4100, Toronto-Dominion Centre, Toronto, Ontario, on Wednesday, June 4, 2014 at the hour of 10:30 in the forenoon (Toronto time), for the following purposes:

- (1) to receive the financial statements of the Corporation for the years ended August 31, 2013 and 2012, together with the report of the auditors thereon;
- (2) to elect directors of the Corporation;
- (3) to appoint auditors and to authorize the directors to fix the auditors' remuneration;
- (4) to consider and, if deemed advisable, to approve an amendment to the articles of the Corporation providing that the Corporation's issued and outstanding Class A Subordinate Voting Shares and the Class B Multiple Voting Shares (collectively, the "**Shares**") be consolidated on the basis of one (1) new Share in the capital of the Corporation for every ten (10) existing Shares or such lesser number of existing Shares as may be determined by the Board of Directors of the Corporation and approved by applicable regulatory and exchange authorities, if any;
- (5) to consider and, if deemed advisable, to approve an amendment to the articles of the Corporation in order to change the name of the Corporation to "Applied Inventions Management Corp." or such other name as may be approved by the Board of Directors of the Corporation and applicable regulatory and exchange authorities, if any;
- (6) to consider and, if deemed appropriate, to pass with or without variation, a resolution authorizing the Corporation's board of directors to effect the issuance of shares in the capital of the Corporation in exchange for debt owing to an officer of the Corporation, as more particularly described in the accompanying Management Information Circular; and
- (7) to transact such further and other business as may properly come before the Meeting or any adjournment(s) thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice of Meeting. **SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON SHOULD COMPLETE, DATE AND SIGN THE ENCLOSED APPLICABLE INSTRUMENT OF PROXY, AND TO RETURN IT IN THE ENVELOPE PROVIDED FOR THAT PURPOSE.**

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer, and National Instrument 51-102 – Continuous Disclosure Obligations (the "**Notice-and-Access Provisions**") for the Meeting. The Notice-and-Access Provisions are a new set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Corporation to post the Information Circular and any additional materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a paper copy of the Information Circular. The Corporation will not use the procedure known as 'stratification' in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

Please review the Information Circular carefully and in full prior to as the Information Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Information Circular is available at <http://noticeinsite.equityfinancialtrust.com/AppliedInventionsManagementASM2014/> and under the Corporation's SEDAR profile at www.sedar.com. Any Shareholder who wishes to receive a paper copy of the Information Circular, should contact the Corporation's transfer agent, TMX Equity Transfer Services, at 1-866-393-4891 prior to Monday, May 26, 2014. Shareholders may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person, are asked to complete and sign the enclosed proxy and return it as soon as possible in the envelope provided for that purpose. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with the Corporation's transfer agent, TMX Equity Transfer Services, at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 no later than 4:00 p.m. (Toronto time) on Monday, June 2, 2014.

DATED this 25th day of April, 2014.

By Order of the Board of Directors
"Michael Stein"
Michael B. Stein
President