

**CELLSTOP SYSTEMS INC.**

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

**TAKE NOTICE THAT** an annual and special meeting (the "Meeting") of the shareholders of CellStop Systems Inc. (the "Corporation") will be held at 302 – 1620 West 8<sup>th</sup> Avenue, Vancouver, British Columbia, V6J 1V4, on Thursday, March 24, 2016 at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Corporation as at and for the years ended August 31, 2015 and 2014, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at 4 members;
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
5. to consider and, if deemed advisable, to pass a special resolution, the full text of which is set forth in the accompanying management information circular and proxy statement (the "Management Proxy Circular"), to approve and authorize an alteration of the Corporation's Articles to give the board of directors the authority to change the name of the Corporation; and
6. to transact such other business as may properly come before the Meeting.

Information relating to matters to be acted upon by the shareholders at the Meeting is set forth in the accompanying Management Proxy Circular.

A shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date, sign and return the accompanying instrument of proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the accompanying Management Proxy Circular. An instrument of proxy will not be valid unless it is deposited at the offices of Computershare Investor Services (Attention: Proxy Department) at 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, in the enclosed self-addressed envelope, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. An instrument of proxy may also be voted using a touch tone telephone at 1-866-732-VOTE (8683). Alternatively, a registered shareholder can complete internet voting by logging on at [www.investorvote.com](http://www.investorvote.com) and entering the CONTROL NUMBER located on the address box of the shareholder's instrument of proxy. A person appointed as proxy holder need not be a shareholder of the Corporation.

Only shareholders of record as at the close of business on February 18, 2016 are entitled to receive notice of the Meeting.

**SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER'S RISK.**

**DATED** at Vancouver, British Columbia as of the 18<sup>th</sup> day of February, 2016.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Michelle Gahagan"*

Michelle Gahagan  
President & Chief Executive Officer