

LYNNWOOD CAPITAL INC.
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Vancouver, British Columbia
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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of shareholders of Lynnwood Capital Inc. (the "**Company**") will be held at 1700 - 666 Burrard Street, Vancouver, British Columbia V6C 2X8 on Friday, September 23, 2011 at 10:00 a.m. (Vancouver time) for the following purposes:

1. TO elect the board of directors of the Company for the ensuing year;
2. TO reappoint Davidson & Company LLP as the auditor of the Company to hold office until the close of the next annual general meeting of shareholders of the Company, and to authorize the directors of the Company to fix the auditor's remuneration; and
3. TO approve and ratify the Company's existing Stock Option Plan.

In addition, shareholders will be asked to consider any amendment or variation of a matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his duly executed form of proxy with Computershare Investor Services Inc., at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 not later than 10:00 a.m. (Vancouver time) on September 21, 2011 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 or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the accompanying Information Circular.

DATED at Vancouver, British Columbia, this 23rd day of August, 2011.

BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY

"Robert Lipsett"

Robert Lipsett, President and CEO