

## AURA HEALTH INC.

### NOTICE OF ANNUAL AND SPECIAL MEETING

**NOTICE** is hereby given that the annual and special meeting (the "**Meeting**") of **AURA HEALTH INC.** (the "**Company**"), will be held at the offices of Fogler, Rubinoff LLP, 30th floor, 77 King Street West, Toronto, Ontario, M5K 1G8, on Thursday, October 3, 2019 at 10:00 a.m. (Toronto time), for the following purposes:

1. To receive and consider the audited financial statements for the financial year ending December 31, 2018, together with the auditor's report thereon;
2. To approve a special resolution fixing the number of directors for the ensuing year at six (6);
3. To elect directors to hold office until the next annual general meeting of the Company;
4. To re-appoint MNP LLP, Chartered Professional Accountants as auditor of the Company, to hold office until the next annual general meeting at a remuneration to be fixed by the directors;
5. To consider, and if deemed advisable, to approve, with or without variation, a special resolution authorizing an amendment of the articles of the Company providing for a change of name of the Company, the details of which are contained under the heading "Particulars of Matters to be Acted Upon – Name Change" in the accompanying Management Information Circular;
6. To consider, and if deemed advisable, to approve, with or without variation, a special resolution authorizing the directors to fix the number of directors between the minimum and the maximum, the details of which are contained under the heading "Particulars of Matters to be Acted Upon – Board Size" in the accompanying Management Information Circular;
7. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

If you are unable to attend the Meeting in person, you may still vote on the above items by submitting a Proxy. A form of Proxy has been provided in this package, together with an Information Circular which forms part of this Notice. Please refer to the notes to the Proxy for instructions on completing the Proxy. To be effective, the Proxy must be completed, dated, signed and returned within the time limits and in accordance with the instructions set out in the notes.

As stated in the notes, the enclosed Proxy is solicited by or on behalf of management of the Company, and the persons named as proxyholders are directors and/or officers of the Company, or nominees selected by management. You may appoint another person to represent you at the Meeting by striking out the names of the persons therein and inserting, in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Toronto, Ontario, this 27<sup>th</sup> day of August 2019.

*" Daniel Cohen"*

---

Daniel Cohen  
Chief Executive Officer