



**Suite 915 – 700 West Pender Street  
Vancouver, British Columbia, V6C 1X8  
Tel: 604-646-1553**

### **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of all the holders (“**Shareholders**”) of Class A Common Shares (the “**Shares**”) of Breathtec Biomedical, Inc. (the “**Corporation**”) will be held at Suite 915, 700 West Pender Street, Vancouver, British Columbia, on Monday, April 10, 2017 at 10:00 a.m. (Vancouver time), for the following purposes,:

1. To receive and consider the report of the directors to the Shareholders and the audited financial statements of the Corporation for its financial year ended August 31, 2016, together with the auditor’s report thereon. See ‘*Particulars of Matters to be Acted upon – Financial Statements, Audit Report and Management’s Discussion & Analysis*’ in the Corporation’s Information Circular (the “**Circular**”).
2. To elect the directors for the ensuing year. See ‘*Particulars of Matters to be Acted upon – Election of Directors*’ in the Circular.
3. To appoint Smythe LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year. See ‘*Particulars of Matters to be Acted upon – Appointment of Auditor*’ in the Circular.
4. To ratify and approve the Corporation’s Stock Option Plan. See ‘*Particulars of Matters to be Acted upon – Ratification of Stock Option Plan*’ in the Circular.

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Corporation has elected to use the notice-and-access provisions under National Instrument 51-102 and National Instrument 54-101 (“**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow a Company to reduce the volume of materials to be physically mailed to Shareholders by posting the Circular and any additional annual meeting materials online. Shareholders will still receive this Notice of Meeting and a form of proxy (or a Voting Instruction Form (“**VIF**”)) and may choose to receive a hard copy of the Circular.

The Company will not use procedures 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 Circular to some shareholders with a 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 Circular.

The matters to be considered at the Meeting are further described in the Corporation's information circular ("Circular"). The Circular, the form of Proxy, the audited financial statements of the Corporation for its fiscal year ended August 31, 2016, the report of the auditor thereon and the corresponding management discussion and analysis (together the "Proxy Materials"), are available on the Corporation's website at [www.breathtecbiomedical.com](http://www.breathtecbiomedical.com) or under the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com). Any Shareholder who wishes to receive a paper copy of the Circular, should contact the Corporation directly at Suite 915 – 700 West Pender Street, Vancouver, British Columbia, V6C 1X8, telephone (1-604-646-1553) at which number collect calls will be accepted, or by email request to [msadhra@sadhrachow.com](mailto:msadhra@sadhrachow.com). As required under Notice-and-Access Provisions, Proxy Materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the Circular can be requested at any time during this period.

The Corporation will not rely upon the use of 'stratification'. Stratification occurs when a reporting issuer utilizing Notice-and-Access Provisions provides a paper copy of its information circular with the notice to be provided to Shareholders as described above. In relation to the Meeting, all Shareholders will have received the required documentation under the Notice-and-Access Provisions and all documents required to vote in respect of all matters to be voted on at the Meeting. No Shareholder will receive a paper copy of the Circular from the Corporation or any intermediary unless such Shareholder specifically requests one.

The Circular contains details of matters to be considered at the Meeting. **Please review the Information Circular before voting.**

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Shares will be voted at the Meeting are asked to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it, for receipt by the Proxy Deadline, in accordance with the instructions set out in the form of proxy and in the Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their Shares will be voted at the Meeting. If you hold your Shares in a brokerage account you are a non-registered shareholder.**

Only Shareholders of record as at the close of business on February 24, 2017 are entitled to notice of the Meeting. Shareholders are reminded to review the Circular before voting.

**DATED** at Vancouver, British Columbia this 27<sup>th</sup> day of February, 2017.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*/s/ "Michael Sadhra"*

Michael Sadhra  
Chief Financial Officer



**breathtec**  
BIOMEDICAL INC

**It is desirable that as many Class A Common Shares (the “Shares”) as possible be represented at the Meeting. If you do not expect to attend and would like your Shares represented, please complete the enclosed Proxy (or Request for Voting Instructions, a “VIF”) and return it as soon as possible. To be valid, all Proxies must be returned to the offices of the Registrar and Transfer Agent of the Corporation, CST Trust Company (Attention: Proxy Department), P.O. Box 721, Agincourt, Ontario M1S 0A1, Canada or by hand delivery to Suite 915, 700 West Pender Street, Vancouver, British Columbia. Non-registered (beneficial) Shareholders must return their completed VIFs in accordance with the instructions given by their financial institution or other intermediary that sent the VIF to them. Proxies and VIFs must be received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof. Late Proxies and VIFs may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman of the Meeting is under no obligation to accept any particular late Proxy or VIF.**

*These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.*

*As permitted by the ‘Notice and Access’ provisions of the Canadian securities administrators, the Circular is available on the Corporation’s website and on SEDAR and has not been mailed to Shareholders. Shareholders may request, without any charge to them, a paper copy of the Circular (and the audited financial statements and related management’s discussion and analysis for the Corporation’s last financial year and any documents referred to in the Circular) and further information on Notice and Access by contacting the Corporation as follows:*

*e-mail:*

*msadhra@sadhrachow.com*

*telephone:*

*(+1) 604-646-1553 (collect calls accepted)*

*Requests for paper copies of the Circular (and any other related documents) must be received by no later than 12:00 noon (Vancouver time) on Thursday, March 23, 2017 in order for Shareholders to receive paper copies of such documents and return their completed Proxies or VIFs by the deadline for submission of 10:00 a.m. (Vancouver time) on Thursday, April 6, 2017.*