



Cognetivity Neurosciences Ltd.

Suite 1980, 1075 West Georgia Street
Vancouver, British Columbia V6E 3C9
Telephone: (604) 688-9588 and Facsimile: (778) 329-9361

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Take Notice that the annual general meeting of the shareholders of Cognetivity Neurosciences Ltd. (the “**Corporation**”) will be held at Suite 1980, 1075 W. Georgia Street, Vancouver, BC V6E 3C9, on June 27, 2019, at 10:00 a.m., local time (the “**Meeting**”), for the following purposes (the “**Notice**”):

1. to receive and consider the consolidated annual financial statements of the Corporation for its financial years ended January 31, 2018, 2017 and 2016, and the report of the Corporation’s auditor thereon;
2. to fix the number of directors of the Corporation at five (5) and to elect directors of the Corporation for the ensuing year;
3. to appoint an auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. to ratify and approve the Company's Restricted Share Unit Plan for continuation until the next annual general meeting; and
5. to transact such other business as may properly come before the Meeting or adjournments thereof. A Management Proxy Circular accompanies this Notice. The Management Proxy Circular contains details of matters to be considered at the Meeting.

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 requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of Proxy and in the Management Proxy Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy or voting instruction form and in the Management Proxy Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

Dated at Vancouver, British Columbia, Canada, on this 21st day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS OF THE CORPORATION

“Sina Habibi”

Sina Habibi
Chief Executive Officer