



Cognetivity

COGNETIVITY NEUROSCIENCES LTD.

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NOTICE OF AN ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the holders ("**Shareholders**") of Class A common shares ("**Shares**") in the share capital of Cognetivity Neurosciences Ltd. (the "**Company**") will be held at Suite 2250, 1055 West Hastings Street, Vancouver, British Columbia Canada by way of an In Person/Teleconference Call Meeting, on Thursday, December 17, 2020 at 10:00 a.m. Pacific Time. **In light of the ongoing public health concern related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Company is encouraging Shareholders and others not to attend the Meeting in person.**

The Company is offering the Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at:

Within Canada (Toll Free): 1-855-244-8680

From US: 1-415-655-0002

Attendee Access Code: 86644851

The Meeting is to be held for the following purposes:

1. To table the consolidated audited financial statements of the Company for the years ended January 31, 2020 and January 31, 2019, the report of the auditor thereon and the related management discussion and analysis;
2. to elect directors of the Company for the ensuing year;
3. to appoint MNP LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year;
4. to approve by ordinary resolution the continuation of the Company's 10% Rolling Share Option Plan, as more particularly set out in the accompanying Information Circular; and
5. to approve by ordinary resolution the continuation of the Company's 10% Rolling Restricted Share Unit Plan, as more particularly set out in the accompanying Information Circular.

The record date (the "**Record Date**") for determining the Shareholders entitled to receive notice of and to vote at the Meeting is November 10, 2020. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. **To the extent a Shareholder transfers the ownership of any of its Shares after the Record Date and the transferee of those Shares establishes that it owns such Shares and requests, at least 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting or any postponement(s) or adjournment(s) thereof.**

NOTE OF CAUTION Concerning COVID-19 Outbreak

At the date of this Notice and the accompanying Information Circular it is the intention of the Company to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of current coronavirus (COVID-19) outbreak ("**COVID-19**"). In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and not attend the meeting in person. Shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada: (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>). We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 21 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Information Circular accompanying this Notice.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 21 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR as well as on our Company website at <https://www.cognativity.com/>. We strongly recommend you check the Company's website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will **not** prepare or mail amended Meeting Proxy Materials.

THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON. A TELECONFERENCE MEETING LINK IS PROVIDED.

In order to be valid and acted upon at the Meeting, proxies must be received not later than 10:00 a.m. (Pacific Time) on Tuesday, December 15, 2020 or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for holding the Meeting or any postponement(s) or adjournment(s) thereof. Failure to so deposit a form of proxy will result in its invalidation. Notwithstanding the foregoing, the chair of the Meeting has the discretion to accept proxies received after such deadline.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, 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 consolidated audited financial statements of the Company for the years ended January 31, 2020 and January 31, 2019, the report of the auditor thereon and the related management discussion and analysis are available at www.sedar.com and will be tabled at the Meeting.

Registered 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 in accordance with the instructions set out in the form of proxy and in the Information 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.

DATED at Vancouver, British Columbia, November 18, 2020.

BY ORDER OF THE BOARD

"Sina Habibi"

Sina Habibi
Chief Executive Officer