



## **PREVECEUTICAL MEDICAL INC.**

Suite 2200 - 1177 West Hastings Street  
Vancouver, British Columbia, Canada, V6E 2K3  
Telephone: 604-416-7777

### **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "Meeting") of shareholders of PreveCeutical Medical Inc. (the "Company") will be held in the Main Boardroom of the offices of the Company at Suite 2200 - 1177 West Hastings Street, Vancouver, British Columbia, Canada on Monday, May 14, 2018 at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2017 (with comparative statements relating to the preceding fiscal period), together with the independent auditors' report thereon;
2. to appoint Smythe LLP, as auditor of the Company for the fiscal year ending December 31, 2018 and to authorize the directors to fix the auditor's remuneration;
3. to fix the number of directors at four (4);
4. to elect the directors for the ensuing year;
5. to consider and, if thought fit, to pass an ordinary resolution ratifying and approving the Company's Stock Option Plan, as more particularly described in the accompanying management information circular;
6. to consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the accompanying management information circular, the subdivision of all the issued and outstanding common shares of the Company on the basis of five (5) post-subdivision common shares for each one (1) pre-subdivision common share, or such lesser whole number of post-subdivision common shares that the directors in their discretion may determine (the "Forward Stock Split"), and further authorizing the directors in their sole discretion to determine if and when to effect the Forward Stock-Split, in each case without requirement for further approval, ratification or confirmation by shareholders, as more particularly described in the accompanying management information circular;
7. to consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the accompanying management information circular, approving the adoption of new articles for the Company in substitution for the existing articles; and
8. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The directors of the Company have fixed April 13, 2018 as the record date for the Meeting (the "Record

Date"). Only shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with TSX Trust Company. Proxies must be completed, dated, signed and returned to TSX Trust Company, at Suite 301 - 100 Adelaide Street West, Toronto, Ontario, Canada, M5H 4H1 by 10:00 a.m. (Pacific Time) on May 11, 2018, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Fax votes can be sent to 1-416-595-9593 and Internet voting can be completed at [www.voteproxyonline.com](http://www.voteproxyonline.com).

Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

If you are a non-registered shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

DATED at Vancouver, British Columbia, this 16th day of April, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

*/s/ Stephen Van Deventer*

Stephen Van Deventer  
Chairman, Chief Executive Officer, President  
and Director