

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**THIS IS NOTICE** that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of Vodis Pharmaceuticals Inc. (the "**Company**") will be held at Suite 610, 700 West Pender Street, Vancouver, British Columbia, on **Thursday, May 25, 2017, at 10:00 a.m.** (Pacific Time) for the following purposes:

1. to receive the Company's audited financial statements for the financial year ended March 31, 2016, together with the auditor's report thereon;
2. to appoint the auditor for the next year and to authorize the directors to fix the remuneration to be paid to the auditor;
3. to fix the numbers of directors at three (3) and to elect directors for the next year;
4. to consider and, if thought fit, to pass an ordinary resolution approving and ratifying a new Stock Option Plan to replace and supersede the stock option plan currently in effect, as more particularly described in the Management Information Circular accompanying this Notice of Meeting; and
5. to transact such other business that may be brought properly before the Meeting and any adjournment or postponement of the Meeting.

Accompanying this Notice of Meeting is an Information Circular that provides information relating to the matters to be dealt with at the Meeting and is incorporated into this Notice. Also accompanying this Notice are (i) forms of Proxy or Voting Instruction Form, and, (ii) a Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on **April 13, 2017**, will be entitled to receive notice of and vote at the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his or her place. If you are unable to attend the Meeting or any adjournment or postponement in person, please read the Notes accompanying the enclosed Proxy and then complete, sign, and date the Proxy indicating your voting instructions and return it within the time and to the location set out in the Notes. The Company's management is soliciting the enclosed Proxy but, as set out in the Notes, you may amend the Proxy if you wish by striking out the names listed and inserting in the space provided the name of the person you want to represent you at the Meeting.

If you are a non-registered shareholder of the Company and receive these Meeting materials through your broker or through another intermediary, please complete and return the Voting Information Form in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

DATED at Vancouver, British Columbia, this 13<sup>th</sup> day of April, 2017.

### BY ORDER OF THE BOARD OF DIRECTORS

*"Ivan Miliovski"*

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Ivan Miliovski  
Chief Executive Officer and Director