



CRITICAL OUTCOME TECHNOLOGIES INC.

Registered Office – London, Ontario

NOTICE OF THE 2017 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2017 Annual General and Special Meeting of the holders of common shares (“**Common Shares**”) of Critical Outcome Technologies Inc. (the “**Company**” or “**COTI**”) will be held in London, Ontario on Thursday, December 7, 2017 at 9:30 a.m. Eastern Standard Time (the “**Meeting**”) for the following purposes:

- (1) to receive the financial statements for the year ended April 30, 2017 and the report of the auditor thereon;
- (2) to consider and, if deemed advisable, to pass a special resolution to fix the number of members of the Board of Directors to be elected at the Meeting at five (5);
- (3) to consider and, if deemed advisable, to pass an ordinary resolution to elect directors of the Company for the ensuing year;
- (4) to appoint KPMG LLP as auditor for the ensuing year and to authorize the Board of Directors to fix their remuneration;
- (5) to consider and, if deemed advisable, to pass an ordinary resolution approving the Company’s Stock Option Plan as a rolling stock option plan;
- (6) to consider and, if deemed advisable, to pass a special resolution authorizing the amendment to the articles of the Company to change the name of the Company to “Cotinga Pharmaceuticals Inc.”, or such other name as may be approved by the Board of Directors and applicable regulatory authorities;
- (7) to consider and, if deemed advisable, pass an ordinary resolution to adopt a Direct Registration System for recording the transfer of Common Shares;
- (8) to consider and, if deemed advisable, pass an ordinary resolution to combine By-Law No 1. of the Company relating generally to the transaction of the business and affairs of COTI and By-law No. 1A relating to the requirement that shareholders of the Company provide advance notice to the Company of director nominations; and
- (9) to transact such other business as may be properly brought before the meeting or any adjournment thereof.

Particulars of the matters referred to above are set forth in the accompanying Management Information Circular.



By Order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Alison Silva', written in a cursive style.

Alison Silva
President & Chief Executive Officer

London, Ontario
November 10, 2017

HOLDERS OF COMMON SHARES WHO DO NOT EXPECT TO BE PRESENT AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS ARE REQUESTED TO COMPLETE, DATE AND SIGN THE ACCOMPANYING FORM OF PROXY AND TO RETURN IT TO COMPUTERSHARE INVESTOR SERVICES INC. IN THE POSTAGE PAID ENVELOPE ENCLOSED FOR THAT PURPOSE. IN ORDER TO BE VOTED AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OR AT ANY ADJOURNMENT THEREOF, THE COMPLETED FORM OF PROXY MUST BE RECEIVED BY COMPUTERSHARE INVESTOR SERVICES INC., 8TH FLOOR, 100 UNIVERSITY AVENUE, TORONTO, ONTARIO, M5J 2Y1, ATTENTION: PROXY DEPARTMENT, NOT LATER THAN 9:30 A.M. EASTERN TIME ON TUESDAY, DECEMBER 5, 2017 OR BY FACSIMILE TO (416) 263-9524 or 1-866-249-7775. ALTERNATIVELY SHAREHOLDERS MAY VOTE ON THE INTERNET AT WWW.INVESTORVOTE.COM OR BY TELEPHONE AT 1-866-732-VOTE (8683) (TOLL FREE WITHIN NORTH AMERICA) OR 1-312-588-4290 (OUTSIDE NORTH AMERICA). SHAREHOLDERS WILL REQUIRE THE 15 DIGIT CONTROL NUMBER THAT MAY BE FOUND ON THE INSTRUMENT OF PROXY IN ORDER TO VOTE THROUGH THE INTERNET OR BY TELEPHONE.