



EXMCEUTICALS INC.
Suite 600, 1134 Grande Allee Ouest
Quebec, QC G1S 1E5

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting of shareholders (the “**Meeting**”) of EXMceuticals Inc. (the “**Company**”) will be held at 140 Buckingham Palace Road, London, United Kingdom, SW1W 9SA, on Tuesday, December 3, 2019 at 3:00 p.m. (Greenwich Mean Time) for the following purposes:

1. to receive and consider the audited annual financial statements of the Company for the fiscal years ended June 30, 2018 and June 30, 2019 and the auditor’s reports thereon;
2. to fix the number of directors of the Company at four (4) for the ensuing year;
3. to elect directors for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton LaBonte LLP as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to increase the Company’s authorized share capital from 100,000,000 common shares without par value to an unlimited number of common shares without par value, as more particularly described in the management information circular (the “**Information Circular**”) accompanying this notice;
6. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to adopt the omnibus equity incentive compensation plan, as more particularly described in the Information Circular; and
7. to transact any other business which may properly come before the Meeting, or any adjournment thereof.

Accompanying this Notice of Meeting is the Information Circular, a form of proxy (“**Proxy**”) or Voting Instruction Form (“**VIF**”), and a form whereby shareholders can request to be added to the Company’s supplemental mailing list. The Information Circular provides more detailed information relating to the matters to be addressed at the Meeting, and forms part of this Notice.

The board of directors have fixed the close of business on October 15, 2019 as the record date for determining the shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting in person, please date, execute, and return the enclosed form of Proxy or VIF in accordance with the instructions set out in the notes to the Proxy or VIF and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 15th day of October, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“Jonathan Summers”
Chairman

These shareholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.