



## ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

### NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification (the “**N&A Notice**”) as MediPharm Labs Corp. (the “**Company**”) has decided to use the notice and access model for delivery of meeting materials for its Annual and Special Meeting (the “**Meeting**”) to its shareholders. This N&A Notice is prepared under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51102 – *Continuous Disclosure Obligations*. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the management information circular (the “**Circular**”), shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally responsible as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

#### MEETING DATE AND LOCATION

<b>Date &amp; Time:</b>	Wednesday, June 12, 2019
<b>Time:</b>	10:00 a.m. (Toronto time)
<b>Place:</b>	Aird & Berlis LLP Brookfield Place 181 Bay Street, Suite 1800 Toronto, Ontario, M5J 2T9

#### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

1. **Election of Directors:** Shareholders will be asked to elect six (6) directors for the ensuing year. Further information may be found in the section of the Circular entitled “Particulars of Matters to be Acted Upon – Election of Directors”.
2. **Appointment of Auditor:** Shareholders will be asked to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants as auditor of the Company for the ensuing year and to authorize the Company’s directors to fix its remuneration. Further information may be found in the section of the Circular entitled “Particulars of Matters to be Acted Upon – Appointment of Auditor”.
3. **Re-Approval Stock Option Plan:** Shareholders will be asked to consider and, if deemed advisable, pass, with or without variation, an ordinary resolution re-approving the Company’s Stock Option Plan. Further information may be found in the section entitled “Particulars of Matters to be Acted Upon – Re-Approval of Stock Option Plan”.

4. **Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the section of the Circular entitled “Exercise of Discretion by Proxies”.

**SHAREHOLDERS ARE REMINDED TO VIEW THE MATERIALS FOR THE MEETING PRIOR TO VOTING**

**WEBSITES WHERE MEETING MATERIALS ARE POSTED**

Material can be viewed online at [www.sedar.com](http://www.sedar.com) or at the following internet address: <https://docs.tsxtrust.com/2120>.

**HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:**

Shareholders may request paper copies of the materials for the Meeting be sent to them by postal delivery at no cost to them. Requests for meeting materials may be made up to one year from the date the Circular was filed on SEDAR by telephone, toll-free in North America at 1-866-600-5869, or by contacting TSX Trust Company, the Company’s transfer agent, by e-mail [TMXEInvestorServices@tmx.com](mailto:TMXEInvestorServices@tmx.com).

Requests should be received at least five (5) business days in advance of the proxy cut-off date set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of the date of the Meeting.

**VOTING:**

Registered shareholders are asked to return their proxies using one of the following methods in advance of the filing deadline for the proxy as set out in the accompanying proxy:

INTERNET: Go to [www.voteproxyonline.com](http://www.voteproxyonline.com) and enter the 12-digit control number from your proxy

FACSIMILE: 416-595-9593

MAIL: TSX Trust Company  
301 - 100 Adelaide Street West  
Toronto, Ontario, M5H 4H1

Beneficial shareholders are asked to use the voting instruction form provided by their intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time. It must be received by their intermediary with sufficient time for them to file a proxy by the deadline noted above.

Shareholders with questions about notice-and-access can call the Company toll-free in North America at 1-866-600-5869.