CRITICAL OUTCOME TECHNOLOGIES INC.

Registered Office – London, Ontario

NOTICE OF THE 2016 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2016 Annual General and Special Meeting of Shareholders of Critical Outcome Technologies Inc. (the "Company" or "COTI") will be held in London, Ontario on Thursday, October 13, 2016 at 9:30 a.m. Eastern time for the following purposes:

(1) to receive the financial statements for the year ended April 30, 2016 and the report of the auditor thereon;

(2) to appoint the auditor for the ensuing year and to authorize the directors of the Company to fix their remuneration;

(3) to fix the number of members of the Board of Directors (the "Board") to be elected at the Meeting at eight (8) and thereafter empower the directors of the Company to determine from time to time the number of directors of the Company within the minimum and maximum numbers provided for in the Articles of the Company*;*

(4) to elect directors of the Company for the ensuing year;

(5) to consider and, if deemed appropriate, pass a special resolution authorizing the Board to consolidate the common shares of the Company on the basis of one (1) post-consolidation common share for up to ten (10) pre-consolidation common shares at their discretion as to an appropriate time and to amend the Company's articles accordingly at such time;

(6) to consider and, if deemed advisable, to pass an ordinary resolution approving amendments to the Company's organizational by-law to separate the offices of President and Chief Executive Officer and other housekeeping amendments;

(7) to consider and, if deemed advisable, to pass an ordinary resolution approving an amended shareholder rights plan, which would replace the current plan;

(8) to consider and, if deemed advisable, to pass an ordinary resolution approving amendments to the Company's Stock Option Plan;

(9) to consider and, if deemed advisable, to pass an ordinary resolution approving the continuation of the Company's Stock Option Plan as a rolling stock option plan; and,

(10) 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



London, Ontario
September 16, 2016

Dr. Wayne R. Danter
Chief Executive Officer

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, OCTOBER 11, 2016. YOU MAY ALSO VOTE YOUR SHARES USING THE TELEPHONE OR INTERNET BY FOLLOWING THE INSTRUCTIONS AS OUTLINED IN THE FORM OF PROXY.