

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON FEBRUARY 12, 2016**

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of DiagnoCure Inc. (the “**Corporation**”) will be held **on February 12 at 10:00 am EST at 1000, de la Gauchetière Street West, Suite 2500, Montréal (Quebec) H3B 0A2**, for the following purposes:

1. to consider, and if deemed advisable, to approve a special resolution, the full text of which is reproduced in Appendix A to the accompanying management information circular (the “**Circular**”), approving the sale of all assets related to the Corporation’s PCA3 prostate cancer biomarker to Gen-Probe Incorporated, all as more particularly described in the Circular;
2. to consider, and if deemed advisable, to approve a special resolution, the full text of which is reproduced in Appendix B to the Circular, authorizing the directors of the Corporation to select the appropriate date and time for a stated capital reduction in the amount of CAD\$5,200,000 and to proceed with a special cash distribution to the Corporation’s shareholders as a redemption of paid-up capital in respect of the common shares of the Corporation, all as more particularly described in the Circular; and
3. to transact such further or other business as may properly be brought before the Meeting or any adjournment thereof.

Registered Shareholders will receive the enclosed form of proxy accompanying this Notice of Special Meeting of Shareholders. Shareholders who hold their shares with their financial intermediary will receive a voting instruction form accompanying this Notice of Special Meeting of Shareholders.

The asset purchase agreement dated December 23, 2015 entered into between the Corporation and Gen-Probe Incorporated is summarized in the Circular which accompanies this Notice of Special Meeting of Shareholders. The Circular contains additional information relating to the other matters to be dealt with at, or relevant to, the Meeting.

The Corporation has set January 13, 2016 as the record date for the determination of the shareholders entitled to receive this Notice of Special Meeting of Shareholders. Only the shareholders whose names have been entered in the register of the holders of common shares as of January 13, 2016 will be entitled to vote at the Meeting in respect of such shareholder’s common shares.

In accordance with the by-laws of the Corporation, the quorum for the Meeting will be two (2) persons present in person representing, personally or by proxy, twenty-five percent (25%) of the outstanding shares of the Corporation that carry the right to vote at the Meeting.

DATED in Québec City, Province of Québec, on January 14, 2016

**BY ORDER OF THE BOARD OF
DIRECTORS OF DIAGNOCURE INC.**

(s) Danielle Allard

Danielle Allard
Corporate Secretary

IMPORTANT NOTICE

If you are unable to attend the Meeting, kindly complete and sign the accompanying form of proxy and return same in the enclosed envelope or use other means at your disposal to cast your vote, making sure that it is received by the Corporation’s registrar and transfer agent, Computershare Investor Services Inc., 1500 Robert-Bourassa Blvd., Suite 700, Montréal, Quebec, H3A 3S8, no later than 10:00 a.m. (EST) on February 10, 2016 or at least 48 hours, excluding Saturdays, Sundays, and holidays, prior to the time set for any adjournment or postponement of the Meeting.

These security holder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation 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 securities on your behalf.

By choosing to send these materials to you directly, the Corporation (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.