

## BlueOcean NutraSciences Inc.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that BlueOcean NutraSciences. (the “**Corporation**”) will hold its annual and special meeting of shareholders (the “**Meeting**”) at the offices of Miller Thomson LLP, Scotia Plaza, 40 King Street West, Suite 5800, Toronto, Ontario, M5H 3S1, on Wednesday, September 21<sup>st</sup>, 2016 at 11:00 am (Toronto Time) for the following purposes:

1. to present the audited consolidated financial statements of the Corporation for the years ended December 31, 2015 and 2014, and the independent auditor’s report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to consider and, if deemed appropriate, approve (with or without variation) a special resolution to fix the board of directors at 4 members and to authorize the board of directors of the Corporation to determine the number of directors of the Corporation within the minimum and maximum numbers set forth in the articles of the Corporation and the number of directors to be elected at the Corporation’s annual meeting of shareholders;
4. to appoint the independent auditors of the Corporation and authorize the directors to fix the auditors’ remuneration;
5. to consider, and if deemed advisable, to pass, without variation, an ordinary resolution confirming the Corporation’s new 10% “rolling” stock option plan, as more particularly described in the Information Circular;
6. to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution authorizing the repricing of the exercise price of all outstanding and fully-vested stock options (the “Repriced Options”), as more particularly described in the Information Circular; and
7. to consider, and if thought advisable, to pass, with or without variation, a special resolution authorizing an amendment to the Corporation’s Articles to consolidate the common shares in the capital of the Corporation (the “**Common Shares**”) on a 1-for-10 basis (the “**Consolidation**”), as more particularly described in the Information Circular; and
8. to transact any other business properly brought before the Meeting.

Holders of Common Shares are invited to attend the Meeting. Shareholders of record as at the close of business on August 17, 2016, will be entitled to notice of and to vote at the Meeting. A detailed description of the matters to be acted upon at the Meeting is set forth in the accompanying management information circular of the Corporation dated August 23, 2016 (the “**Information Circular**”).

Copies of: (a) this notice of annual and special meeting of shareholders; (b) the Information Circular; (c) a management form of proxy and instructions in relation thereto (the “**Management Proxy**”); and (d) a letter of transmittal in connection with the Consolidation may be obtained at the following office: BlueOcean NutraSciences Inc., 120 Adelaide Street West, Suite 2400, Toronto, Ontario, Canada, M5H 1T1, or will be sent to a shareholder without charge upon request by calling 416.637.3523. Shareholders who are unable to be present in person at the

Meeting are requested to (i) sign, date and deliver the accompanying form of proxy to the Corporation's registrar and transfer agent, Computershare Investor Services Inc., 100 University Ave., 8th Floor, Toronto, Ontario M5J 2Y1 Canada, so it is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof; or (ii) return your voting instructions as specified in the request for voting instructions delivered to you, as applicable.

**DATED** the 23<sup>rd</sup> day of August, 2016

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) "*Gavin Bogle*"

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Gavin Bogle  
President and CEO

