



**KAIZEN DISCOVERY INC.**

**NOTICE OF THE 2015 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

May 21, 2015

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of **Kaizen Discovery Inc.** (the "**Company**") will be held at The Vancouver Club, University Room, 915 West Hastings Street in Vancouver, British Columbia, Canada, on June 30, 2015 at 10:00 am (Vancouver Time) for the following purposes:

1. to receive the financial statements of the Company for the year ended December 31, 2014 together with the report of the Company's auditor thereon;
2. to appoint the auditor for the ensuing year and to authorize the directors to fix the auditor's remuneration;
3. to set the number of directors at nine (9);
4. to elect nine (9) directors;
5. to consider and, if thought fit, to approve an ordinary resolution re-approving the Company's 10% rolling Stock Option Plan;
6. to consider and, if thought fit, to approve an ordinary resolution establishing a new restricted share unit plan for the Company on a disinterested voting basis in accordance with the requirements of the TSX Venture Exchange ("**TSXV**"); and
7. to transact any other business which may properly come before the Meeting or at any adjournment or postponement thereof.

The board of directors of the Company (the "**Board**") has fixed May 12, 2015 as the record date for the determination of Shareholders entitled to notice of, and to vote at, the Meeting and at any adjournment or postponement thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice of Meeting.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with Computershare Investor Services Inc. Attention: Proxy Tabulation Unit, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, or online via: [www.investorvote.com](http://www.investorvote.com), by 10:00 a.m. (Vancouver Time) on June 26, 2015 or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time that the Meeting is to be reconvened after any adjournment of the Meeting or 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the commencement of any postponed Meeting. Shareholders can also send their proxies by fax to 1-866-249-7775 (toll-free); 1-416-263-9524 (outside Canada and the US).

If you are a non-registered Shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the ***“Intermediary”***), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Please note that the Company is not utilizing the notice-and-access mechanism under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting Materials to registered and beneficial shareholders.

A copy of the proposed restricted share unit plan is available for inspection at the Company’s registered office in Vancouver during regular business hours.

Dated at Vancouver, British Columbia this 21<sup>st</sup> day of May, 2015.

**BY ORDER OF THE BOARD OF DIRECTORS OF KAIZEN DISCOVERY INC.**

*“Peter Meredith”*

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**Peter Meredith**

Chairman of the Board of Directors

*“Mary Vincelli”*

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**Mary Vincelli**

Corporate Secretary