



KAIZEN DISCOVERY INC.

NOTICE OF THE 2017 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

May 12, 2017

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 Fairmont Waterfront Hotel, Cheakamus Room, 900 Canada Place in Vancouver, British Columbia, Canada, on June 28, 2017 at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive the financial statements of the Company for the year ended December 31, 2016 together with the report of the Company’s auditor thereon;
2. to set the number of directors at seven (7);
3. to elect seven (7) directors;
4. to appoint the auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. to consider and, if thought fit, to approve an ordinary resolution approving the Company’s Stock Option Plan; and
6. 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 3, 2017 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 Proxy Circular provides additional information under the heading “Particulars of Matters to be Acted Upon” 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.

Notice-and-Access

The Company is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) 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 proxy-related materials to registered and beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials (including management proxy circulars) and annual financial statements on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to shareholders. Electronic copies of the Notice of Meeting, Management Proxy Circular, the audited consolidated financial statements of the Company for

the years ended December 31, 2016 and 2015 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for the year ended December 31, 2016 (“**MD&A**”) may be found on the Company’s SEDAR profile at www.sedar.com and the Company’s website at www.kaizendiscovery.com. The Company will not use the procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Management Proxy Circular to certain shareholders with the notice package.

Obtaining Paper Copies of Materials

The Company anticipates that using the Notice-and-Access Provisions for delivery will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about the Notice-and-Access Provisions can call the Company’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”), toll-free within North America - 1-866-962-0498 or direct, from outside of North America - +1-514-982-8716 (which is not a toll-free number). Shareholders may obtain paper copies of the Management Proxy Circular **before the Meeting** free of charge by contacting Computershare at the same toll-free number or upon request to the Company’s Corporate Secretary at +1-604-669-6446 (which is not a toll-free number).

Shareholders may obtain paper copies of the Management Information Circular, Financial Statements and MD&A **after the Meeting** free of charge upon request to the Company’s Corporate Secretary at +1-604-669-6446 (which is not a toll-free number) or by calling the following numbers:

Within North America (toll-free):

- For registered Shareholders with a 15 digit Control Number on their proxy form: 1-855-887-2243
- For beneficial Shareholders with a 16 digit Control Number on their proxy form: 1-877-907-7643

Outside of North America (not toll-free):

- For registered Shareholders with a 15 digit Control Number on their proxy form: 1-604-669-6446
- For beneficial Shareholders with a 16 digit Control Number on their proxy form: 1-905-507-5450 (or by email at noticeandaccess@broadridge.com)

Requests for paper copies of the Management Proxy Circular, Financial Statements or the MD&A, which are required in advance of the Meeting, should be sent so that the request is received by the Company or Computershare, as applicable, at least 10 days before the Meeting in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia) prior to the time set for the Meeting or any adjournments or postponements thereof.

Voting

A proxy form is enclosed herewith. Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed proxy form to Computershare in accordance with the instructions set out on the proxy form and in the Management Proxy Circular. If you are voting your shares by proxy, the Company’s transfer agent, Computershare, must receive your completed proxy form by 11:00 a.m. (Vancouver time) on Monday, June 26, 2017, or 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) before any adjournment(s) or postponement(s) of the Meeting.

Beneficial Shareholders receiving these materials through their broker or other intermediary should complete and return the voting instruction form provided to them by their broker or other intermediary in accordance with the instructions provided therein, or otherwise follow the instructions provided by their broker or other intermediary.

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, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, or **online via: www.investorvote.com**, by 11:00 a.m. (Vancouver time) on June 26, 2017 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 beneficial (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.

Revocation of Proxies

A Shareholder who has given a proxy may revoke it at any time before it is exercised by providing an instrument in writing: (a) executed by that Shareholder or by that Shareholder’s attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney for, the corporation; and (b) delivered either: (i) to the Company at its registered address at 654 - 999 Canada Place, Vancouver, British Columbia, V6C 3E1 or to the address of Computershare set forth above, at any time up to and including 11:00 a.m. (Vancouver time) on June 26, 2017 or, if adjourned, at any reconvening thereof, or if postponed, at the commencement of the Meeting, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned, any reconvening thereof, or at the commencement of the Meeting in the case of a postponement, or (iii) by voting again by telephone, email or on the Internet before 11:00 a.m. (Vancouver time) on June 26, 2017; (iv) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder (but not by the proxyholder of such Shareholder), or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Only registered Shareholders have the right to revoke a proxy. Beneficial Shareholders (as such term is defined in the Management Proxy Circular) that wish to change their voting instructions must, in sufficient time in advance of the Meeting, contact Computershare or their broker or other intermediary to arrange to change their voting instructions.

SHAREHOLDERS ARE REMINDED TO REVIEW THE MANAGEMENT PROXY CIRCULAR BEFORE VOTING.

Dated at Vancouver, British Columbia this 12th day of May, 2017.

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

“Thomas Peregoodoff”

Thomas Peregoodoff
President and Chief Executive Officer

“Mary Vincelli”

Mary Vincelli
Corporate Secretary