NOTICE OF ANNUAL AND SPECIAL MEETING
OF THE SHAREHOLDERS OF
HEMOSTEMIX INC.

to be held on June 29, 2017

and

MANAGEMENT INFORMATION CIRCULAR

May 25, 2017

Unless otherwise stated, the information herein is current as at May 25, 2017

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SCHEDULES

HEMOSTEMIX INC.
Bay 1, 5220 Duncan Avenue
P.O. Box 10
Blackfalds, Alberta T0M 0J0

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 29, 2017

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Shares**") in the capital of Hemostemix Inc. (the "**Corporation**") will be held at the Fairmont Palliser, 133-9th Avenue S.W., Calgary, Alberta, T2P 2M3 in the Marquis Room, at 2:00 p.m. (Calgary time) on Thursday, June 29, 2017, for the following purposes:

1. to receive the audited consolidated comparative financial statements of the Corporation for the years ended December 31, 2016 and 2015, together with the auditors' report thereon;

2. to fix the size of the board of directors of the Corporation (the "**Board**") at three (3);

3. to elect the members of the Board for the ensuing year;

4. to reappoint MNP LLP, Chartered Accountants, as the auditors of the Corporation and to authorize the Board to fix the auditors' remuneration;

5. to consider and, if thought advisable, to approve, with or without amendment, an ordinary resolution, the full text of which is set out in the accompanying management information circular of Hemostemix dated May 25, 2017 (together with this Notice of Meeting, the "**Information Circular**"), approving the rolling stock option plan of Hemostemix, all as more particularly described below and in the Information Circular;

6. to consider and, if thought advisable, to approve, with or without amendment, an ordinary resolution of shareholders, the full text of which is set out in the Information Circular, approving the private placement transactions between the Corporation and Wood Capital Ltd., all as more particularly described below and in the Information Circular; and

7. to transact such other business as may properly be brought before the Meeting or any postponement(s) or adjournment(s) thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular, which accompanies this Notice of Meeting.

The record date (the "**Record Date**") for determining the Shareholders entitled to receive notice of and to vote at the Meeting is May 25, 2017. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. **To the extent a Shareholder transfers the ownership of any of its Shares after the Record Date and the transferee of those Shares establishes that it owns such Shares and requests, at least 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting or any postponement(s) or adjournment(s) thereof.**

A Shareholder may attend the Meeting in person or by proxy. Shareholders who are unable to attend the Meeting or any postponement(s) or adjournment(s) thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any postponement(s) or adjournment(s) thereof. If you are not a registered Shareholder and receive these materials through a broker or other intermediary (or an agent or nominee thereof), please complete and return the form of proxy in accordance with the instructions provided to you by such broker or other intermediary (or an agent or nominee thereof).

To be effective, the proxy must be received by Computershare Trust Company of Canada, the registrar and transfer agent of the Corporation, at Suite 600, 530 – 8th Avenue SW, Calgary, Alberta, T2P 3S8. In order to be valid and acted upon at the Meeting, proxies must be received not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in Calgary, Alberta) before the time for holding the Meeting or any postponement(s) or adjournment(s) thereof.

The form of proxy confers discretionary authority with respect to: (a) amendments or variations to the matters of business to be considered at the Meeting; and (b) other matters that may properly come before the Meeting. As at the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set out in this Notice of Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the form of proxy.

Dated at the City of Calgary, in the Province of Alberta, as of this 25th day of May, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Angus H. Jenkins*"

Angus H. Jenkins
Chair of the Board of Directors
Hemostemix Inc.

HEMOSTEMIX INC.
MANAGEMENT INFORMATION CIRCULAR

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
JUNE 29, 2017

NOTES TO READER

Introduction

This management information circular dated as of May 25, 2017 (this "**Information Circular**") is furnished in connection with the solicitation of proxies by and on behalf of the management of Hemostemix Inc. ("**Hemostemix**" or the "**Corporation**") for use at the annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Shares**") in the capital of the Corporation to be held at the Fairmont Palliser, 133-9th Avenue S.W., Calgary, Alberta, T2P 2M3 in the Marquis Room, at 2:00 p.m. (Calgary time) on Thursday, June 29, 2017 or at any postponement(s) or adjournment(s) thereof, for the purposes set forth in the Notice of Meeting accompanying this Information Circular.

The Notice of Meeting, this Information Circular and the enclosed form of proxy are being mailed or delivered on or about June 2, 2017 to Shareholders of record as at May 25, 2016 (the "**Record Date**"). Unless otherwise specified, all dollar amounts in this Information Circular are expressed in Canadian dollars.

No person has been authorized to give any information or make any representation in connection with the matters to be considered at the Meeting other than those contained in this Information Circular and, if given or made, any such information or representation must not be relied upon as having been authorized.

Information contained or otherwise accessed through Hemostemix's website does not constitute part of this Information Circular.

Information Contained in this Information Circular

The information contained in this Information Circular is given as at May 25, 2017 except where otherwise noted.

This Information Circular does not constitute an offer to buy, or a solicitation of an offer to sell, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation.

Shareholders should not construe the contents of this Information Circular as legal, tax or financial advice and should consult with their own professional advisors in considering the relevant legal, tax, financial or other matters contained in this Information Circular.

If you hold Shares through a broker or other intermediary (or an agent or nominee thereof), including, without limitation, banks, trust companies, securities dealers or brokers and trustees, or administrators of self-administered registered retirement savings plans, registered retirement income funds, registered education savings plans or tax free savings accounts and similar plans (each, an "**Intermediary**"), you should contact your Intermediary for instructions and assistance in voting your Shares that you beneficially own.

SOLICITATION OF PROXIES BY MANAGEMENT

Enclosed with this Information Circular is a form of proxy for use at the Meeting. The Shareholders are entitled to vote and are encouraged to participate in the Meeting.

This solicitation is made on behalf of the management of the Corporation. The costs incurred in the preparation and mailing of the Notice of Meeting, form of proxy and this Information Circular will be borne by the Corporation. In

addition to the mailing of these materials, proxies may be solicited by personal interviews or telephone by directors and officers of the Corporation, who will not be remunerated therefor.

The information set out below generally applies to registered holders of Shares ("**Registered Holders**"). If you are a beneficial shareholder of Shares (*i.e.*, your Shares are held through an Intermediary), see "*Management Information Circular – Notice to Beneficial Shareholders*" in this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

Accompanying this Information Circular is a form of proxy for holders of Shares. The persons named in the enclosed form of proxy are directors and/or officers of Hemostemix and have indicated their willingness to represent as proxy the Shareholders who appoint them. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to represent such Shareholder at the Meeting other than the persons designated in the form of proxy accompanying this Information Circular either by inserting such person's name in the blank space provided in the form of proxy or by completing another form of proxy.**

A form of proxy will only be valid if it is duly completed, signed and delivered to the offices of Computershare Trust Company of Canada, the registrar and transfer agent of Hemostemix, at Suite 600, 530 – 8th Avenue SW, Calgary, Alberta, T2P 3S8. **If you are not a registered Shareholder and receive these materials through an Intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by such Intermediary.**

In order to be valid and acted upon at the Meeting, proxies must be received not later than 2:00 p.m. (Calgary time) on Tuesday, June 27, 2017 or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in Calgary) before the time for holding the Meeting or any postponement(s) or adjournment(s) thereof. Failure to so deposit a form of proxy will result in its invalidation. Notwithstanding the foregoing, the chair of the Meeting has the discretion to accept proxies received after such deadline.

In addition to revocation by any other manner permitted by law, a Shareholder who has given a form of proxy may revoke it as to any matter on which a vote has not already been cast pursuant to its authority by an instrument in writing executed by such Shareholder or by its attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized, and deposited at the with the Secretary of the Corporation, at any time up to and including the last business day preceding the day of the Meeting, or any postponement(s) or adjournment(s) thereof, at which the proxy is to be used, or with the chair of the Meeting on the day of the Meeting or any postponement(s) or adjournment(s) thereof.

NOTICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Shares in their own name. Beneficial Shareholders should note that only those Shareholders whose names appear on the register of the registrar and transfer agent for Hemostemix as the Registered Holders or duly appointed proxyholders are recognized and permitted to vote at the Meeting. Many Shareholders are "non-registered" shareholders because the Shares they own are not registered in their names but are instead registered in the names of Intermediaries through which they hold their Shares. More particularly, a person is not a Registered Holder of Shares which are held on behalf of that person (the "**Beneficial Shareholder**") but which are registered either: (a) in the name of an Intermediary that the Beneficial Shareholder deals with in respect of the Shares; or (b) in the name of a clearing agency (such as CDS Clearing and Depositary Services Inc.) of which the Intermediary is a participant. In Canada, the vast majority of such shares are registered in the name of CDS Clearing and Depositary Services Inc., which company acts as nominee for many Canadian brokerage firms. Shares so held by Intermediaries can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting Shares held for Beneficial Shareholders. Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person or that the Shares are duly registered in their name.

Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. Often, the voting instruction form supplied to a Beneficial Shareholder by its Intermediary is identical to the form of proxy provided to Registered Holders; however, its purpose is limited to instructing the Registered Shareholder how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails the form to Beneficial Shareholders and asks Beneficial Shareholders to return the form to Broadridge, or otherwise communicate voting instructions to Beneficial Shareholders (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Shares voted. If you have any questions respecting the voting of Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

In accordance with the requirements of the Canadian Securities Administrators, Hemostemix will have distributed copies of the Notice of Meeting, this Information Circular and the enclosed form of proxy (collectively, the "**Meeting Materials**") to Intermediaries for distribution to applicable Beneficial Shareholders. Intermediaries are required to forward the Meeting Materials to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Beneficial Shareholders. Hemostemix will not send proxy-related materials directly to non-objecting or objecting Beneficial Shareholders; however, such materials will be delivered to Beneficial Shareholders by Broadridge or through Beneficial Shareholders' Intermediaries. Hemostemix will pay the reasonable fees and costs of Broadridge or a Beneficial Shareholder's Intermediary to deliver the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to objecting Beneficial Shareholders.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of its Intermediary, it may attend the Meeting as a proxyholder for the Registered Holder and vote its Shares in that capacity. **Should a Beneficial Shareholder wish to vote at the Meeting in person, it should enter its own name in the blank space on the form of proxy provided to the Beneficial Shareholder and return the document to its Intermediary in accordance with the instructions provided by such Intermediary well in advance of the Meeting.**

VOTING OF PROXIES

Record Date

The Record Date for determining the Shareholders entitled to receive notice of and to vote at the Meeting is May 25, 2017. Only Shareholders whose names have been entered in the register of Shareholders on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. **To the extent a Shareholder transfers the ownership of any of its Shares after the Record Date and the transferee of those Shares establishes that it owns such Shares and requests, at least 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting or any postponement(s) or adjournment(s) thereof.**

Signature of Proxy

The form of proxy accompanying this Information Circular must be executed by the Shareholder or its attorney duly authorized in writing, or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized. A proxy signed by a person acting as attorney or in some other representative capacity should reflect such person's capacity following its signature and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with Hemostemix).

Voting of Proxies

The Shares represented by the form of proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for, and if the Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, then the Shares will be voted accordingly. **In the absence of such instructions, the Shares will be voted for the approval of all matters identified in the Notice of Meeting accompanying this Information Circular.**

Exercise of Discretion of Proxy

The enclosed form of proxy confers discretionary authority upon the persons named with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. The Shares represented by the proxy will be voted on such matters in accordance with the best judgment of the person voting such shares. At the date of this Information Circular, management of Hemostemix knows of no amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Information Circular. Shareholders who are planning on returning the form of proxy accompanying this Information Circular are encouraged to review this Information Circular carefully before submitting the form of proxy.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Management of the Corporation is not aware of any material interest, whether direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, of any director or executive officer of the Corporation who has held that position at any time since the beginning of the Corporation's last financial year, or of any proposed nominee for election as director of the Corporation or any associate or affiliate of any of the foregoing except as specifically provided herein. For further particulars in respect of any such matters, see under the headings "*Director and Named Executive Officer Compensation*", "*Interest of Informed Persons in Material Transactions*", "*Management Contracts*" and "*Particulars of Matters to be Acted Upon*".

The present directors and officers of the Corporation together with the other management nominees for the board of directors of the Corporation (the "**Board**") and their associates and affiliates own beneficially, directly or indirectly, or exercise control or direction over, an aggregate of approximately 4,531,901 Shares (representing approximately 6.08% of the issued and outstanding Shares) as at the Record Date.

The directors and officers of the Corporation together with the other management nominees for the Board and their associates and affiliates have agreed to vote all Shares beneficially owned by them in favour of the matters to be considered at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SHARES

The Corporation is authorized to issue an unlimited number of Shares. As at May 25, 2017, 74,583,119 Shares were issued and outstanding. On all matters to be considered and acted upon at the Meeting, holders of Shares are entitled to one vote for each Share held.

The Record Date for determining the Shareholders entitled to receive notice of and to vote at the Meeting is May 25, 2017. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. **To the extent a Shareholder transfers the ownership of any of its Shares after the Record Date and the transferee of those Shares establishes that it owns such Shares and requests, at least 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting or any postponement(s) or adjournment(s) thereof.**

To the knowledge of the directors and executive officers of the Corporation, as at the Record Date, no person or company beneficially owns, or controls or directs, directly or indirectly, Shares carrying 10% or more of the votes which may be cast at the Meeting except as set out in the table below:

Name	Type of Ownership	Number and Percentage of Shares owned, controlled or directed[(1)]
Charles W. (Bill) Baker	Direct	9,760,587 (13.09%)[(2)]
Victor M. Redekop	Direct/Indirect	9,279,073 (12.44%)[(2)(3)]

Notes:

(1) The majority of the outstanding Shares are registered in the name of CDS & Co. Inc., which holds Shares on behalf of the majority of the beneficial shareholders of the Corporation.

(2) Subject to the escrow agreement entered into by the directors and officers and insiders of the Corporation in connection with its plan of arrangement on November 10, 2014 (the "**TSXV Escrow Agreement**").

(3) Mr. Redekop's shares are held directly with the exception of 1,000,000, which are held by his spouse.

The above information, not being within the knowledge of the Corporation, has been derived from information provided by such person or from public sources available to the Corporation.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. A special resolution is a resolution passed by at least two-thirds of the votes cast on the resolution. If there are more nominees for election as directors or appointment of the Corporation's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Named Executive Officers

In this section, "**named executive officer**" or "**NEO**" means each Chief Executive Officer ("**CEO**"), each Chief Financial Officer ("**CFO**") and the most highly compensated executive officers, other than the CEO and the CFO, who were serving as executive officers at December 31, 2016 and whose total compensation exceeded $150,000, as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as a NEO at December 31, 2016.

The Corporation's named executive officers for the year ended December 31, 2016 were:

(a) Dr. Elmar Burchardt, CEO (*resigned effective January 25, 2017*)

(b) David Berman, CFO

(c) Dr. Hardean E. Achneck, Chief Medical Officer (*resigned on March 25, 2016*)

(d) Dr. Ina Sarel, Vice President Research and Development

Effective January 25, 2017, Mr. Kyle Makofka was appointed as Chief Restructuring Officer ("**CRO**") of the Corporation, and Dr. Elmar Burchardt resigned as the President and CEO of the Corporation with effect as of January 25, 2017.

As of the date of this Information Circular, the executive officers of the Corporation are as follows:

(a) Kyle Makofka – CRO

(b) David Berman – CFO

(c) Dr. Ina Sarel – Vice President, Research and Development

Director and NEO Compensation, excluding Compensation Securities

The following table discloses all compensation for each of the two most recently completed financial years, paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation, or a subsidiary thereof, to each NEO and director, in any capacity, including for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Corporation or a subsidiary thereof

Table of Compensation excluding Compensation Securities							
Name and Position	**Financial Year ended December 31**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total Compensation ($)**
Dr. Elmar Burchardt *President and CEO[1] and Director[2]*	2016 2015	$139,824[3] $250,000[3]	Nil Nil	Nil Nil	Nil Nil	$36,260[3] [4] $44,212[3] [4]	$176,084[3] $294,212[3]
David Berman *CFO*	2016 2015	$72,100 $79,100	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$72,100 $79,100
Dr. Ina Sarel *Vice President, Research & Development*	2016 2015	$136,500[5] $136,500[5]	Nil[5] Nil[5]	Nil[5] Nil[5]	Nil[5] Nil[5]	$27,044.88[5][6] $27,044.88[5][6]	$163,544.88[5] $163,544.88[5]
Dr. Hardean E. Achneck *Chief Medical Officer[7], Vice President Clinical Research and Operations[8]*	2016 2015	$105,000[3] $153,181[3]	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$105,000[3] $153,181[3]
Angus H. Jenkins *Chair of the Board[9] and Director[10]*	2016	$48,000	Nil	Nil	Nil	Nil	$48,000
Victor M. Redekop *Interim Chairman[11] and Director[12]*	2016 2015	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Charles W. (Bill) Baker *Chair of the Board, Corporate Secretary*[13] *and Director*[14]	2016 2015	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Robert L. (Lee) Buckler *Director*[15]	2016 2015	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Robert J. Bard *Director*[16]	2016	$18,150[3]	Nil	Nil	Nil	Nil	$18,150[3]
David L. Wood *Director*[17]	2016 2015	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
James (Jim) Brown *Director*[18]	2016 2015	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Dr. Valentin Fulga *President*[19] *and Director*[20]	2015	Nil	Nil	Nil	Nil	$70,000[21]	$70,000[21]
Gerald (Jerry) D. Brennan, Jr. *Director*[22]	2015	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Dr. Burchardt resigned as an officer of the Corporation effective January 25, 2017.

(2) Dr. Burchardt ceased to be a director based on declining to stand for re-election at the Annual and Special Shareholders Meeting on September 8, 2016.

(3) Represents payment in U.S. funds. As at December 31, 2016 the rate of exchange of Canadian dollars and U.S. dollars was $1.00 to US$0.7449 (or $1.3425 for US$1.00).

(4) Represents separate invoicing of health and retirement benefits

(5) This represents payments to Dr. Sarel in a Canadian dollar equivalent to what she was paid in Israeli funds. Except where otherwise indicated, all amounts paid or payable to Dr. Sarel pursuant to her employment agreement are paid or payable in Israeli funds (New Israeli Shekels (NIS)). As at December 31, 2016 the rate of exchange of Canadian dollars and NIS was $1.00 to 2.8511 NIS (or $0.3507 for 1 NIS).

(6) In addition to Dr. Sarel's salary compensation (consisting of a monthly salary and a commuting allowance (the latter being generally commensurate and available to all Israeli employees), she participates in government regulated plans substantially similar to the Canada Pension Plan and arrangements analogous to or actually group life, health, hospitalization, medical reimbursement and relocation plans that do not discriminate in scope, terms or operation and that are generally available to all salaried Israeli employees. In particular Dr. Sarel receives contributions into the Corporation's Israeli subsidiary's pension scheme ($7,872.48), its advanced study (Keren Hishtalmut) fund ($9,083.52 annually) and its severance fund ($10,088.88 annually).

(7) Dr. Achneck was appointed as Chief Medical Officer effective March 25, 2016 and resigned as such effective July 31, 2016.

(8) Dr. Achneck was appointed Vice-President Clinical Research and Operations effective February 1, 2015 and transitioned from that role when he was appointed Chief Medical Officer effective March 25, 2016.

(9) Mr. Jenkins was appointed as Chair of the Board effective January 19, 2017.

(10) Mr. Jenkins was first appointed as a director (filling a vacancy on the Board) effective August 10, 2016.

(11) Mr. Redekop was appointed as Interim Chair of the Board effective April 15, 2016 and resigned from such position effective June 15, 2016.

(12) Mr. Redekop was first elected as a director effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective on that date. Mr. Redekop resigned as a director effective January 5, 2017.

(13) Mr. Baker was the Chair of the Board and Corporate Secretary of the Corporation effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective on that date. Mr. Baker had prior to that been the CEO of the Corporation's amalgamation predecessor, TheraVitae Inc. Mr. Baker resigned as an officer of the Corporation effective April 15, 2016.

(14) Mr. Baker was first elected as a director effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective on that date. Mr. Baker had prior to that been a director of the Corporation's amalgamation predecessor, TheraVitae Inc. Mr. Baker resigned as a director effective May 19, 2016.

(15) Mr. Buckler was first elected as a director effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective on that date. Mr. Buckler had prior to that been a director of the Corporation's amalgamation predecessor, TheraVitae Inc. Mr. Buckler resigned as a director effective January 5, 2017.

(16) Mr. Bard was appointed as a director (filling a vacancy on the Board) effective August 10, 2016. Mr. Bard resigned as a director effective December 15, 2016.

(17) Mr. Wood was first elected as a director effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective on that date. Mr. Wood had prior to that been the CEO, CFO and a director of the Corporation's amalgamation predecessor, Technical Ventures RX Corp. Mr. Wood resigned as a director effective August 8, 2016. Mr. Wood was appointed as a director (filling a vacancy on the Board) effective January 19, 2017.

(18) Mr. Brown was appointed as a director effective October 26, 2015. Mr. Brown resigned as a director effective May 19, 2016.

(19) Dr. Fulga was the President of the Corporation effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective on that date. Dr. Fulga had prior to that date been the President and a director of the Corporation's amalgamation predecessor, TheraVitae Inc. Dr. Fulga was terminated as President effective January 9, 2015.

(20) Dr. Fulga was first elected as a director effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective on that date. Dr. Fulga ceased to be a director based on not being re-elected at the Annual and Special Shareholders meeting on June 18, 2015.

(21) Represents payment in accordance with settlement of claims made by Dr. Fulga for employment-related severance.

(22) Mr. Brennan was appointed as a director effective January 26, 2015. Mr. Brennan ceased to be a director based on not being re-elected at the Annual and Special Shareholders meeting on June 18, 2015.

External Management Companies

Mr. Kyle Makofka, the CRO of the Corporation, is not an employee of the Corporation. Mr. Makofka was appointed as the CRO of the Corporation in accordance with the Management Agreement (between the Corporation and Drive Capital), is the Managing Director of Drive Capital and to the extent he is compensated for services performed for the Corporation, he is generally compensated by Drive Capital only. See "*Management Contracts*", "*Interest of Informed Persons in Material Transactions*" and "*Particulars of Matters to be Acted Upon – Approval of Private Placements to Wood Capital*".

Mr. David Berman, the CFO of the Corporation, is not an employee of the Corporation. See "*Director and Named Executive Officer Compensation – Employment, Consulting and Management Agreements*" and "*Interest of Informed Persons in Material Transactions*".

Dr. Elmar Burchardt, who served as the President and CEO was not an employee of the Corporation. See "*Director and Named Executive Officer Compensation – Employment, Consulting and Management Agreements*" and "*Interest of Informed Persons in Material Transactions*".

Dr. Hardean E. Achneck, who served as the Chief Medical Officer was not an employee of the Corporation. See "*Director and Named Executive Officer Compensation – Employment, Consulting and Management Agreements*" and "*Interest of Informed Persons in Material Transactions*".

Stock Options and Other Compensation Securities

No compensation securities were granted by the Corporation or any of its subsidiaries during the financial year ended December 31, 2016. The following table discloses all compensation securities issued and outstanding to each director and NEO by the Corporation or one of its subsidiaries during the financial year ended December 31, 2016 for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

Compensation Securities							
Name and Position	**Type of Compensation Security**[1]	**Number of Compensation Securities and Percentage of Class**[2][3]	**Date of Issue or Grant**	**Issue, conversion or exercise price ($)**	**Closing Price of Security or Underlying Security on Date of Grant ($)**	**Closing Price of Security or Underlying Security at December 31, 2016 (%)**	**Expiry Date**
Dr. Elmar Burchardt *President and CEO*[4] *and Director*[5]	Options[1][6][7]	340,000[6][7] (12.7%)	November 10, 2014 [6][7]	$0.10[6][7]	$0.375[6][7]	$0.20	August 28, 2019[6][8][9]
David Berman *CFO*	Options[1][7]	340,000[7] (12.7%)	November 10, 2014[7]	$0.10[7]	$0.375[7]	$0.20	August 28, 2019[8]
Dr. Ina Sarel *Vice President, Research & Development*	Options[1][7]	300,000[7] (11.2%)	November 10, 2014[7]	$0.10[7]	$0.375[7]	$0.20	April 24, 2018
Charles W. (Bill) Baker *Chair of the Board, Corporate Secretary*[10] and Director[11]	Options[1][7]	540,000[7] (20.2%)	November 10, 2014[7]	$0.10[7]	$0.375[7]	$0.20	April 24, 2018[8][12]
Robert L. (Lee) Buckler *Director*[13]	Options[1][7]	640,000[7] (23.9%)	November 10, 2014[7]	$0.10[7]	$0.375[7]	$0.20	August 24 and 28, 2019[8][14]
David L. Wood *Director*[15]	Options[1][16]	35,000[16] (1.3%)	November 10, 2014[16]	$0.50[16]	$0.375[16]	$0.20	December 20, 2017[17]

Notes:

(1) The Corporation has one stock option plan, the Option Plan. For further particulars in respect of the Option Plan, see under the headings "*Particulars of Matters to be Acted Upon – Annual Approval of the Option Plan*" and "*Director and Named Executive Officer Compensation – Oversight and Description of Director and NEO Compensation – Compensation Objectives and Elements of NEOs Compensation – Option Awards*".

(2) Each Option entitles the holder thereof to acquire one (1) Share.

(3) As at December 31, 2016, the total number of Options held by each of the NEOs and/or directors as well as the percentage relative to the total number of Options outstanding on December 31, 2016 (2,670,000) were as follows: Dr. Elmar Burchardt – 340,000 (12.7%); David Berman – 340,000 (12.7%); Dr. Ina Sarel – 300,000 (11.2%); Charles W. (Bill) Baker – 540,000 (20.2%); Robert L. (Lee) Buckler – 640,000 (23.9%); and David L. Wood – 35,000 (1.3%).

(4) Dr. Burchardt resigned as an officer of the Corporation effective January 25, 2017.

(5) Dr. Burchardt ceased to be a director based on declining to stand for re-election at the Annual and Special Shareholders Meeting on September 8, 2016.

(6) In addition to Options, in connection with Dr. Burchardt originally taking a position with the Corporation's amalgamation predecessor, TheraVitae Inc., he was granted options dated effective November 10, 2014 by insider (10% shareholder) and then Chair of the Board, Corporate Secretary and director Charles W. (Bill) Baker and insider (10% shareholder) and then director Victor M. Redekop in relation to Shares owned or controlled by them (1,100,000 Shares from each of them for a total of 2,200,000 Shares for purchase at USD $0.30 per Share). Dr. Burchardt's options granted by Mr. Baker and Mr. Redekop expired upon his resignation as an officer of the Corporation on January 25, 2017.

(7) These options were originally granted by the Corporation's amalgamation predecessor, TheraVitae Inc., the number of Options outstanding now is the result of the exchange consolidation effected by the plan of arrangement of the Corporation effective November 10, 2014 whereby the common shares and options exercisable into common shares of TheraVitae Inc. were exchanged on a consolidation basis of 1:10 (i.e. one (1) Share or Option for each ten (10) TheraVitae Inc. common share or options previously held). These options were originally granted on April 24, 2013 with a $0.01 per TheraVitae Inc. common share exercise price. The last applicable closing price for the shares of Technical Ventures RX Corp. prior to the grant of these options was $0.075 (Based on the subsequent 5:1 exchange consolidation applicable for Technical Ventures RX Corp. shares under the plan of arrangement, that equates to $0.375).

(8) Subject to the TSXV Escrow Agreement.

(9) Dr. Burchardt's Options granted pursuant to the Option Plan expired unexercised on April 25, 2017 based on his resignation as an officer of the Corporation on January 25, 2017.

(10) Mr. Baker was the Chair of the Board and Corporate Secretary of the Corporation effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective on that date. Mr. Baker had prior to that been the CEO of the Corporation's amalgamation predecessor, TheraVitae Inc. Mr. Baker resigned as an officer of the Corporation effective April 15, 2016.

(11) Mr. Baker was first elected as a director effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective on that date. Mr. Baker had prior to that been a director of the Corporation's amalgamation predecessor, TheraVitae Inc. Mr. Baker resigned as a director effective May 19, 2016.

(12) Mr. Baker's Options granted pursuant to the Option Plan would have expired unexercised on August 17, 2016 based on his resignation as a director of the Corporation on May 19, 2016. However, the Board and management of the Corporation at the time based on their determination that Mr. Baker was continuing to provide assistance and effectively services to the Corporation upon and following his resignation until on or about September 30, 2016 continued to consider Mr. Baker an "Eligible Person" within the meaning of the Option Plan. Mr. Baker exercised 660,000 Options effective September 6, 2016. Accordingly, the remainder of Mr. Baker's unexercised Options held as at December 31, 2016 (540,000) expired unexercised on or about that date.

(13) Mr. Buckler was first elected as a director effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective on that date. Mr. Buckler had prior to that been a director of the Corporation's amalgamation predecessor, TheraVitae Inc. Mr. Buckler resigned as a director effective January 5, 2017.

(14) Mr. Buckler's Options granted pursuant to the Option Plan expired unexercised on April 5, 2017 based on his resignation as a director of the Corporation on January 5, 2017.

(15) Mr. Wood was first elected as a director effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective on that date. Mr. Wood had prior to that been the CEO, the CFO and a director of the Corporation's amalgamation predecessor, Technical Ventures RX Corp. Mr. Wood resigned as a director effective August 8, 2016. Mr. Wood was appointed as a director (filling a vacancy on the Board) effective January 19, 2017.

(16) These options were originally granted by the Corporation's amalgamation predecessor, Technical Ventures RX Corp., the number of Options outstanding now is the result of the exchange consolidation effected by the plan of arrangement of the Corporation effective November 10, 2014 whereby the common shares and options exercisable into common shares of Technical Ventures RX Corp. were exchanged on a consolidation basis of 5:1 (i.e. one (1) Share or Option for each five (5) Technical Ventures RX Corp. common share or options previously held). These options were originally granted on December 20, 2012 with a $0.10 per Technical Ventures RX Corp. common share exercise price. The first initial trading closing price for the shares of Technical Ventures RX Corp. following the grant of these options was $0.14 (Based on the subsequent 5:1 exchange consolidation, that equates to $0.70).

(17) Mr. David L. Wood's Options granted pursuant to the Option Plan expired unexercised on November 6, 2017 based on his resignation as a director of the Corporation on August 8, 2016.

Exercise of Compensation Securities by Directors and NEOs

Other than as set out below, no compensation securities were exercised by any director or NEO during the year ended December 31, 2016. No compensation security has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year.

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	**Type of Compensation Security**	**Number of Underlying Securities Exercised** [(2)]	**Exercise price per security ($)**	**Date of exercise**	**Closing Price per Security on Date of Exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)**
Charles W. (Bill) Baker *Chair of the Board, Corporate Secretary*[(3)] and Director[(4)]	Options[(1)]	660,000	$0.10	September 6, 2016	$0.295	$0.195	$128,700
Roger G. Bergersen *Director*[(5)]	Options[(1)]	100,000	$0.10	May 10, 2016	$0.39	$0.29	$29,000

Notes:

(1) The Corporation has one stock option plan, the Option Plan. For further particulars in respect of the Option Plan, see under the headings "*Particulars of Matters to be Acted Upon – Annual Approval of the Option Plan*" and "*Director and Named Executive Officer Compensation – Oversight and Description of Director and NEO Compensation – Compensation Objectives and Elements of NEOs Compensation – Option Awards*".

(2) Each Option entitles the holder thereof to acquire one (1) Share.

(3) Mr. Baker was the Chair of the Board and Corporate Secretary of the Corporation effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective on that date. Mr. Baker had prior to that been the CEO of the Corporation's amalgamation predecessor, TheraVitae Inc. Mr. Baker resigned as an officer of the Corporation effective April 15, 2016.

(4) Mr. Baker was first elected as a director effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective on that date. Mr. Baker had prior to that been a director of the Corporation's amalgamation predecessor, TheraVitae Inc. Mr. Baker resigned as a director effective May 19, 2016.

(5) Mr. Bergersen was first elected as a director effective November 10, 2014 in connection with the Corporation's plan of arrangement made effective that date. Mr. Bergersen had prior to that date been a director of the Corporation's amalgamation predecessor, TheraVitae Inc. Mr. Bergersen resigned as a director effective November 21, 2014. Mr. Bergersen's Options granted pursuant to the Option Plan would have expired unexercised on February 19, 2015 based on his resignation as a director of the Corporation on November 21, 2014. However, the Board and management of the Corporation at the time, based on their determination that Mr. Bergersen was continuing to provide assistance and effectively services to the Corporation upon and following his resignation until on or about June 30, 2016 continued to consider Mr. Bergersen an "Eligible Person" within the meaning of the Option Plan. Accordingly, the remainder of the unexercised Options held by Mr. Bergersen as at September 28, 2016 expired in accordance with the Option Plan.

Stock Option Plans and Other Incentive Plans

The Corporation has one stock option plan, the Option Plan. For further particulars in respect of the Option Plan, see under the headings "*Particulars of Matters to be Acted Upon – Annual Approval of the Option Plan*" and "*Director and Named Executive Officer Compensation – Oversight and Description of Director and NEO Compensation – Compensation Objectives and Elements of NEOs Compensation – Option Awards*". The Option Plan was most recently approved by the Shareholders at the meeting on September 8, 2016. Hemostemix has granted no stock options except under the Option Plan and has no other incentive plans of any type.

Employment, Consulting and Management Agreements

During the financial year ended December 31, 2016, Dr. Elmar Burchardt, who served as the President and CEO of the Corporation, was not an employee of the Corporation. Dr. Burchardt was originally engaged as the CEO of the Corporation's amalgamation predecessor, TheraVitae Inc., in October of 2014 and continued in that position with the

Corporation upon and following the plan of arrangement made effective November 10, 2014. Dr. Burchardt was engaged pursuant to informal oral discussions and email communications and, based on such, invoiced the Corporation and was paid as a consultant at a basic rate of USD $250,000 per year plus payments on account of health and retirement benefits and the reimbursement of expenses. Based on these arrangements, Dr. Burchardt was paid USD $176,084 ($236,292.77 based on the exchange rate as at December 31, 2016) during the financial year ended December 31, 2016. In addition to these arrangements, Dr. Burchardt was granted Options by the Corporation pursuant to the Option Plan and effective November 10, 2014 was granted options to acquire an aggregate of 2,200,000 Shares at a purchase price of USD $0.30 per Share from by insider (10% shareholder) and then Chair of the Board, Corporate Secretary and director Charles W. (Bill) Baker (as to 1,100,000 Shares) and insider (10% shareholder) and then director Victor M. Redekop (as to 1,100,000 Shares) in relation to Shares owned or controlled by them. Dr. Burchardt's options granted by Messrs. Baker and Redekop expired upon the effective date of his resignation as an officer of the Corporation being January 25, 2017. Dr. Burchardt's Options granted pursuant to the Option Plan expired unexercised on April 25, 2017 based on his resignation as an officer of the Corporation effective on January 25, 2017. See "*Interest of Informed Persons in Material Transactions*".

On or after September 2, 2016, in the face of the proxy contest related to the Annual and Special Meeting of the Shareholders held on August 8, 2016 (the "**Contested Meeting**"), the Corporation's then management and directors approved a series of agreements containing change of control and change of management provisions (each, a "**Change of Control Agreement**" and, collectively, the "**Change of Control Agreements**"), each dated or to be dated effective August 1, 2016, between the Corporation and each of Dr. Elmar Burchardt (President and CEO), Mr. David Berman (CFO), Mr. Robert J. Bard (Director) and Mr. Angus H. Jenkins (Director). Mr. Bard did not sign the agreement prepared for him. The change of control provisions in the Change of Control Agreements are typical and generic. In the Change of Control Agreements, "Change of Management" was defined to mean "a change in the composition of the governing forces in a company that determine the company policies and directions in the broadest sense, e.g. the election of new board members, the change in the person of the chairman of the board, investors demanding a new company strategy, etc.". The Change of Control Agreements provided that if, within 36 months following a change of control or change of management, the relevant counterparty was: (a) terminated other than for cause; or (b) constructively dismissed, then the relevant counterparty would be entitled to: (i) the equivalent of between 9 and 12 months of base salary; (ii) accelerated vesting of any unvested stock options held by them; and (iii) in the case of Dr. Burchardt only, 36 months of health and other benefits. In Dr. Burchardt's case the base salary equivalent was for 12 months. Current management of the Corporation has disputed that all or portions of these Change of Control Agreements are enforceable on the basis that they were not entered into in the best interests of the Corporation. See "*Interest of Informed Persons in Material Transactions*".

During the financial year ended December 31, 2016, Mr. David Berman, who served as the CFO of the Corporation, was not an employee of the Corporation. Mr. Berman was originally engaged as the CFO of the Corporation's amalgamation predecessor, TheraVitae Inc. in 2007. After a hiatus, Mr. Berman returned to TheraVitae Inc. as its CFO again in early 2014 and continued in that position with the Corporation upon and following the plan of arrangement made effective November 10, 2014. On or after September 2, 2016, the Corporation and Mr. Berman entered into a Consulting Services Agreement dated effective August 1, 2016 (see description above regarding the Change of Control Agreements, of which, Mr. Berman's Consulting Services Agreement is one). Pursuant to Mr. Berman's Consulting Services Agreement, Mr. Berman is to be paid basic consulting fees based on a daily rate of $700.00 per day spent providing services for the Corporation, plus reimbursement of reasonable business and travel expenses. Mr. Berman's Consulting Services Agreement provides for a basic one (1) year term expiring August 1, 2017 and does not include any express renewal provisions. Mr. Berman's Consulting Services Agreement provides for termination by the Corporation or Mr. Berman upon 30 days written notice. Prior to entering into such Consulting Services Agreement, Mr. Berman provided consulting services to the Corporation pursuant to informal oral discussions and email communications. Based on these provisions, Mr. Berman was paid $72,100 during the financial year ended December 31, 2016. In regards to the Change of Control Agreements described above, Mr. Berman's base salary equivalent was for 12 months.

During the financial year ended December 31, 2016, Dr. Ina Sarel served as the Vice President, Research and Development of the Corporation and its wholly-owned subsidiary, Hemostemix Israel pursuant to an employment agreement dated October 11, 2011 between Dr. Sarel and Hemostemix Israel. Except where otherwise indicated, all amounts paid or payable to Dr. Sarel pursuant to her employment agreement are paid or payable in Israeli funds (New Israeli Shekels (NIS)). As at December 31, 2016 the rate of exchange of Canadian dollars and NIS was $1.00

to 2.8511 NIS (or $0.3507 for 1 NIS). Pursuant to her employment agreement, Dr. Sarel is entitled to a base salary, commuting expenses, certain corporate milestone and performance bonuses as well as health and disability insurance amounts, and contributions to a pension scheme, an advanced study (Keren Hishtalmut) fund, and a severance fund. See *Director and Named Executive Officer Compensation – Pension Disclosure*". Dr. Sarel's employment agreement is for an indefinite term and provides for 90 days advance notice of a termination (or payment in lieu thereof) for any termination not for cause. Based on all of these provisions, Dr. Sarel was paid NIS 389,175.15 ($136,500 based on applicable exchange rates) in respect of base salary and commuting expenses during the financial year ended December 31, 2016 as well as certain other benefits and NIS 77,107.17 ($27,044.88) in collective contributions to the pension scheme (NIS 22,445.23/$7,872.48), the advanced study fund (NIS 25,898/$9,083.52) and the severance fund (NIS 28,764.41/$10,088.88).

During the financial year ended December 31, 2016, Dr. Hardean E. Achneck, who served as the Chief Medical Officer was not an employee of the Corporation. Dr. Achneck was engaged pursuant to informal oral discussions and email communications and, based on such, invoiced the Corporation and was to be paid as a consultant at a basic rate of USD $180,000 ($241,650 based on the exchange rate as at December 31, 2016) per year plus the provision of or compensation for health and social security benefits and the reimbursement of expenses. Based on these arrangements, Dr. Achneck was paid USD $105,000 ($140,962.50 based on the exchange rate as at December 31, 2016) during the financial year ended December 31, 2016. Dr. Achneck resigned effective on July 31, 2016.

Angus H. Jenkins was appointed as a director (filling a vacancy on the Board) effective August 10, 2016. On or after September 2, 2016, the Corporation and Mr. Jenkins entered into a Consulting Services Agreement dated effective August 1, 2016 (see description above regarding the Change of Control Agreements, of which, Mr. Jenkins' Consulting Services Agreement is one). Pursuant to Mr. Jenkins' Consulting Services Agreement, Mr. Jenkins was to be paid basic consulting fees based on a monthly rate of $12,000 per month spent providing services for the Corporation, plus reimbursement of reasonable business and travel expenses. Based on these provisions, Mr. Jenkins was paid $48,000 during the financial year ended December 31, 2016. Mr. Jenkins' Consulting Services Agreement provides for a basic one (1) year term expiring August 1, 2017 and does not include any express renewal provisions. Mr. Jenkins' Consulting Services Agreement provides for termination by the Corporation or Mr. Jenkins upon 30 days written notice. In regards to the Change of Control Agreements described above, Mr. Jenkin's base salary equivalent was for 9 months.

Robert J. Bard was appointed as a director (filling a vacancy on the Board) effective August 10, 2016. On or after September 2, 2016, the Corporation presented to Mr. Bard a Consulting Services Agreement dated effective August 1, 2016 (see description above regarding the Change of Control Agreements, of which, Mr. Bard's Consulting Services Agreement was to be one). Mr. Bard did not sign the agreement prepared for him. Mr. Bard was paid USD $18,150 ($24,366.375 based on the exchange rate as at December 31, 2016) during the financial year ended December 31, 2016 on account of legal services he provided. Mr. Bard resigned as a director effective December 15, 2016.

Oversight and Description of Director and NEO Compensation

The Corporation's executive compensation program is administered by the corporate governance and compensation committee (the "**Corporate Governance and Compensation Committee**") of the Board. As part of its mandate, the Corporate Governance and Compensation Committee reviews and recommends to the Board the remuneration of the NEOs. The Corporate Governance and Compensation Committee is also responsible for reviewing the Corporation's compensation policies, compensation matrix and guidelines generally.

Administration by the Corporate Governance and Compensation Committee

The Corporation's executive compensation program is administered by the Corporate Governance and Compensation Committee. The objective of the Corporate Governance and Compensation Committee is to enable the Corporation to recruit, retain and motivate employees and ensure conformity between compensation and other corporate objectives. With respect to compensation matters, the Compensation Corporate Governance and Compensation Committee has been mandated, among other things, to:

(a) review and recommend for approval by the Board, the Corporation's key human resources policies;

(b) review and recommend for approval by the Board, the executive compensation philosophy and remuneration policy for the Corporation;

(c) review and recommend for approval by the Board, employment agreements for executive officers;

(d) evaluate annually the performance of the President and CEO, other senior officers, and management personnel and recommend to the Board annual compensation packages and performance objectives;

(e) recommend compensation policies and guidelines for senior officers and management personnel and advise the Board on corporate benefits and incentive plans;

(f) advise the Board on the succession plan for the CEO;

(g) advise and make recommendations to the Board on the administration of the Option Plan, including the term and vesting of Options, and review and approve the recommendations of senior management relating to the annual salaries, bonuses and Option grants of the executive officers and key employees;

(h) review and recommend to the Board any significant changes to the overall compensation program;

(i) review the adequacy and form of the compensation of directors periodically to determine if the compensation realistically reflects the responsibilities and risks involved in being an effective director and committee member, and to report and make recommendations to the Board accordingly;

(j) review and reassess the adequacy of its mandate at least annually, and otherwise as it deems appropriate, and recommend changes to the Board. Such review shall include the evaluation of the performance of the Corporate Governance and Compensation Committee against criteria defined in the Corporate Governance and Compensation Committee and Board mandates; and

(k) perform any other activities consistent with its mandate, the Corporation's by-laws, governing laws and applicable regulations or rules.

Compensation Philosophy and Objectives of the Compensation Program

The Corporation's compensation program intends to seek to encourage growth in reserves, production, cash flow and earnings while focusing on achieving attractive returns on capital in order to enhance shareholder value. To achieve these objectives, the Corporation believes it is critical to create and maintain a compensation program that will attract and retain committed, highly qualified personnel by providing appropriate rewards and incentives, motivate their performance in order to achieve the Corporation's strategic objectives and align the interests of executive officers with the long-term interests of the Corporation's shareholders and enhancement in share value.

Compensation Objectives and Elements of NEOs Compensation

The Corporation compensates its NEOs through the following: (a) base salary; (b) discretionary cash bonuses paid from time to time based on performance; and (c) long-term incentive compensation comprised of grants of Options at levels which the Corporate Governance and Compensation Committee believes are reasonable in light of the performance of the Corporation.

Base Salary

Base salaries are intended to compensate each NEO's core competencies, skills, experience and contribution to the Corporation. The Corporate Governance and Compensation Committee believes that base salaries should be competitive but total compensation should be weighted toward variable, long term performance-based components.

The Corporate Governance and Compensation Committee, in conjunction with the Board, periodically reviews and selects a compensation peer group of companies involved in biotechnology research and development similar to the area in which the Corporation operates. Base salaries are periodically compared to the Corporation's industry peer group through publicly available information and available compensation surveys prepared by compensation consultants. Consideration has been and will be given to the Corporation's growth plans, area of operations and its objective of attracting and retaining highly talented individuals from within the industry.

Cash Bonus

Discretionary cash bonuses are intended to motivate and reward the accomplishment of specific business and operating objectives within a defined period. Cash bonuses are paid at the discretion of the Board on the recommendation of the Corporate Governance and Compensation Committee, based upon the achievement of certain corporate objectives. Cash bonuses awarded by the Corporate Governance and Compensation Committee are intended to be generally competitive with the market. The Corporate Governance and Compensation Committee considers the Corporation's performance during the year with respect to the qualitative goals in the context of market and economic trends and forces, extraordinary internal and market-driven events, unanticipated developments and other extenuating circumstance in making bonus determinations.

No cash bonus payments were made in 2016 or as of the date of this Information Circular. At this point the Corporation does not anticipate awarding cash bonuses during 2017. Similar to the determination of base salaries, consideration will be given to the Corporation’s compensation peer group and other factors including the overall Corporation’s performance and employee performance when determining if any cash bonuses were to be paid.

Proposed cash bonuses for NEOs, excluding the CEO and CRO, will be recommended by the CEO (upon appointment, and pending same, the CRO), reviewed by the Corporate Governance and Compensation Committee, and, if deemed appropriate, recommended to the Board for approval. Any cash bonus to be paid to the CEO (upon appointment, and pending same, the CRO) will be determined by the Board based on recommendations received from the Corporate Governance and Compensation Committee.

Option Awards

The Corporation has adopted an incentive stock option plan (as described below, the "**Option Plan**") which is administered by the Board. The Option Plan provides that the Board may from time to time, in its discretion, and in accordance with the TSX Venture Exchange ("**TSXV**") requirements, grant to directors, officers and technical consultants to the Corporation, non-transferable, non-assignable Options, provided that the number of Shares reserved for issuance will not exceed 10% of the issued and outstanding Shares. In connection with the foregoing, the number of Shares reserved for issuance to any one person in any twelve month period will not exceed five (5%) percent of the issued and outstanding Shares unless the Corporation has obtained disinterested shareholder approval in respect of such grant and meets applicable TSXV requirements. In addition: (a) the number of Shares reserved for issuance to any one technical consultant will not exceed two (2%) percent of the issued and outstanding Shares; and (b) the number of Shares reserved for issuance to persons providing investor relations activities will not exceed two (2%) percent of the issued and outstanding Shares. Subject to the following, Options must be exercised within 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation was by reason of death or disability, the Option may be exercised within a maximum period of one (1) year after such death or disability, subject to the expiry date of such Option.

The exercise price of the Options shall be determined by the Board at the time any Option is granted. In no event shall such exercise price be lower than the exercise price permitted by the TSXV. Subject to any vesting restrictions imposed by the TSXV, the Board may, in its sole discretion, determine the time during which Options shall vest and the method of vesting, or that no vesting restriction shall exist. As of the date of this Information Circular, 1,120,000 Options are outstanding.

Non-executive Director Compensation

The Corporation does not pay cash compensation (including salaries, director's fees, commissions, bonuses paid for services rendered, bonuses paid for services rendered in a previous year, and any compensation other than bonuses earned by the directors for services rendered) to the directors of the Corporation for services rendered as directors only. No other compensation is paid by the Corporation to directors; however, the directors may receive reimbursements for out-of-pocket expenses incurred in connection with attending Board meetings, Board committee meetings or information meetings.

Significant events and actions or decisions made during the financial year ended December 31, 2016 and since

Other than as otherwise disclosed in this Information Circular and below, including but not limited to as described below and under the headings "*Interest of Certain Persons or Companies in Matters to be Acted Upon ", "Director and Named Executive Officer Compensation*", "*Management Contracts*", "*Interest of Informed Persons in Material Transactions*" and "*Particulars of Matters to be Acted Upon*", management of the Corporation is not aware of: (a) any significant events that have occurred during the most recently completed financial year that have significantly affected the Corporation's compensation (including whether any performance criterion or goal was waived or changed); or (b) any significant changes to the Corporation's compensation policies that were made during or after the most recently competed financial year that could or will have an effect on director or NEO compensation.

1. As described above under the heading *"Director and Named Executive Officer Compensation – Employment, Consulting and Management Agreements*" on or after September 2, 2016, in the face of the proxy contest related to the Contested Meeting, the Corporation's then management and directors approved a series of agreements containing change of control and change of management provisions (collectively, the Change of Control Agreements), each dated effective August 1, 2016. Current management of the Corporation has disputed that all or portions of these Change of Control Agreements are enforceable on the basis that they were not entered into in the best interests of the Corporation.

2. During the financial year ended December 31, 2016, Mr. Charles W. (Bill) Baker, director, Mr. James (Jim) Brown, director, Dr. Hardean E. Achneck, Chief Medical Officer, Mr. David L. Wood, director and Robert J. Bard, director, all resigned from their respective positions with the Corporation.

3. During the financial year ended December 31, 2016, the Board and management determined that certain individuals ought to continue to be considered "Eligible Persons" within the meaning of the Option Plan, despite their formal roles with the Corporation being concluded, whether as directors, officers or employees based on them being deemed or considered to be continuing to provide assistance and effectively services to the Corporation. This informal policy or position of the Board and management has been eliminated, with the result that 1,550,000 Options have been terminated as expired as a result.

AUDIT COMMITTEE

The purposes of the audit committee of the Corporation (the "**Audit Committee**") is to assist the Board's oversight of: the integrity of the Corporation's financial statements; the Corporation's compliance with legal and regulatory requirements; the qualifications and independence of the Corporation's independent auditors; and the performance of the independent auditors and the Corporation's internal audit function.

Audit Committee Charter

The charter of the Audit Committee (the "**Audit Committee Charter**") is attached to this Information Circular as Schedule "A".

Composition of the Audit Committee

The Audit Committee is presently composed of Messrs. David L. Wood, Angus H. Jenkins and Donald E. Friesen. Mr. Wood is the present Chair of the Audit Committee. All of the members of the Audit Committee are financially

literate and are considered independent, as determined by National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), except Mr. Jenkins who is not considered independent based on him serving as Chair of the Board.

During the year ended December 31, 2016, Messrs. Victor M. Redekop (Chair), Robert L. (Lee) Buckler, David L. Wood and Angus H. Jenkins served as members of the Audit Committee prior to their resignations from the Board, if applicable, as noted elsewhere herein.

Relevant Education and Experience

Each member of the Audit Committee has a general understanding of the accounting principles used by the Corporation to prepare its financial statements and, where required, will seek clarification from the Corporation's auditors. Each member of the Audit Committee also has direct experience in understanding accounting principles for private and public companies, general experience in preparing, auditing, analyzing or evaluating financial statements similar to those of the Corporation, and a general understanding of internal controls and the procedures for financial reporting. Each member of the Audit Committee will receive the necessary training or enrollment in the necessary continuing education course(s) to ensure that their abilities and understanding of any change in relevant accounting principles and/or financial reporting requirements are maintained at a level sufficient to provide the necessary oversight as part of their responsibilities to the Audit Committee.

David L. Wood

David L. Wood, a director of the Corporation, is the founder (1978) and President of Zenith Appraisal and Land Consulting Ltd. and since 1994 has been the President of Double Check Consulting Inc., both private consulting entities. Mr. Wood is also a director and the CEO and CFO of Dataminers Capital Corp., a TSXV listed company and a director of Black Bull Resources Inc., a mining company formerly listed on the TSXV.

From 1999 to 2013, Mr. Wood served as a director of Iplayco Corporation Ltd. (TSXV:IPC), a playground equipment designing and manufacturing company, for which he also served as Chair of the Board from 2008 until 2011. From 2008 to 2012, Mr. Wood served as a director of Darford International Inc. (formerly White Rock Energy Inc.), a marketing and manufacturing company, formerly listed on the TSXV. From 2007 until 2013, Mr. D.L. Wood served as a director of Prosper Gold Corp. (formerly Lander Energy Corporation), a TSXV listed company, also serving as its President from 2007 until 2012. Mr. Wood also served as a director of as the Corporation (from November 10, 2014) and before that its amalgamation predecessor, Technical Ventures RX Corp. (from March 26, 2012 to August 8, 2016), having also previously served as the President, CEO and CFO of Technical Ventures RX Corp.

Mr. Wood presently serves on the audit committee of Dataminers Capital Corp. and Black Bull Resources Inc. Mr. Wood has previously served as an audit committee member with other publicly listed companies, including Prosper Gold Corp. (formerly Lander Energy Corporation), Iplayco Corporation Ltd. as well as the Corporation and its amalgamation predecessor, Technical Ventures RX Corp.

Mr. Wood is a professional appraiser and obtained his designation from the Appraisal Institute of Canada (AIC) in 2001.

Angus H. Jenkins

Angus H. Jenkins, a director of the Corporation and the Chair of the Board, ran his own oilfield services company from 2013 until July of 2016. Previously, he was an executive with Poseidon Concepts Corp. (formerly Open Range Energy Corp., TSX:PSN) from 2012 until 2013, serving first as the Vice President of Operations and then as the Executive Vice President of its U.S. Division from January of 2013 until his departure.

Mr. Jenkins served as the President and CEO of Black Goose Holdings Inc., which was an unlisted public company (now private) engaged in petroleum and natural gas exploration activities in Western Canada from 2007 until 2009. From March 17, 2010 to December 5, 3011, he also served as the Vice President of Operations of Torquay Oil Corp. (TSXV:TOC), an oil and gas exploration, production and development company based in Western Canada that was listed on the TSXV until its acquisition by CanEra Energy Corp. (privately held) in 2012.

Mr. Jenkins has a B.Sc. in Petroleum Engineering from the University of Alberta and is a member of The Association of Professional Engineers and Geoscientists of Alberta and has held various engineering and engineering management positions with a number of companies, including other public companies such as Poco Petroleums Ltd. (TSX:POC), Crescent Point Energy (TSX:CPG) and Peerless Energy Inc. (TSX:PRY.A).

Donald E. Friesen

Donald E. Friesen, a director of the Corporation, is a Principal of the Friesen Group, a private investment firm. Since 2008, he has also served as the Chief Executive Officer of both Coldstream Helicopters Ltd. and Global Petroleum Marketing Inc. Mr. Friesen has over 40 years of sales, marketing and entrepreneurial startup experience in a variety of industries, including environmental remediation and demolition, heavy equipment sales, molten sulphur trucking and oilfield services.

Mr. Friesen was one of two founders of HAZCO Environmental Services Ltd. ("**HAZCO**") in 1989, which grew from a small environmental services company to over 1,500 employees across Western Canada and internationally while diversifying into landfill ownership and operation, demolition and construction services, environmental cleanup and remediation, waste services, and environmental drilling services. HAZCO was known as a Canadian leader in its field and was subsequently purchased in 2004 by CCS Income Trust (TSX:CCR.UN, "**CCS**" the successor of Canadian Crude Separators and the predecessor of Tervita Corporation) where Mr. Friesen continued to serve in a leadership capacity until 2008, including as a trustee of the TSX listed trust from 2004 to 2007. Prior to selling his interests in and leaving HAZCO/CCS, Mr. Friesen continued his serial entrepreneurial passion through a variety of passive and active investments in a diverse group of business sectors, including real estate, oilfield production and service, construction, equipment leasing and financing, retail service and construction.

Mr. Friesen currently works with his son collectively managing and growing portfolio of assets of the Friesen Group, a private investment firm.

Mr. Friesen graduated with a Bachelor of Commerce from The University of Alberta in 1977.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), an exemption in section 6.1.1 of NI 52-110 (*Composition of Audit Committee*), or an exemption, in whole or in part, granted under Part 8 of NI 52-110 (*Securities Regulatory Authority Exemption*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services other than the general requirements under the heading "External Audit" of the Audit Committee Charter which states that the Audit Committee must pre-approve any non-audit services to be provided to the Corporation and the fees for those services.

External Audit Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years are as follows:

Financial Year Ending[1]	Audit Fees	Audit-Related Fees[2]	Tax Fees[3]	All Other Fees[4]
December 31, 2016	$46,450	Nil	$2,500	Nil
December 31, 2015	$44,700	$3,129	$8,200	$574

Notes:

(1) Shown in the years that the fees were invoiced.

(2) "Audit Related Fees" include fees for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported under "Audit Fees".

(3) "Tax Fees" include fees for professional services for tax compliance, tax advice and tax planning. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all fees for non-audit services.

Exemption

As a "venture issuer" within the meaning of NI 52-110, the Corporation is relying upon the exemption provided by section 6.1 of NI 52-110, which exempts venture issuers from the requirements of Part 3 (C*omposition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE

The following disclosure relates to the Corporation's corporate governance practices as required under National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**").

Board of Directors

Pursuant to NI 58-101, a director is independent if the director has no direct or indirect relationship with the issuer. A material relationship is a relationship which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgment. Certain directors are deemed to have a material relationship with the issuer by virtue of their position or relationship with the Corporation.

The Board is currently composed of three (3) members – Angus H. Jenkins, David L. Wood and Donald E. Friesen – all of whom are independent within the meaning of NI 58-101, except Mr. Jenkins who is not considered independent based on him serving as Chair of the Board. In assessing whether a director is independent for these purposes, the circumstances of each director have been examined in relation to a number of factors.

The independent judgment of the Board in carrying out its responsibilities is the responsibility of all directors. The Board facilitates its exercise of independent supervision over management through meetings of the Board and through frequent informal discussions among independent members of the Board and management. In addition, the Board has free access to the Corporation's external auditors, legal counsel and to any of the Corporation's officers.

Directorships

Other than as set forth below no director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction.

Name	Name of Reporting Issuer	Exchange or Market
David L. Wood	Dataminers Capital Corp.	TSXV

Orientation and Continuing Education

The Board is responsible for ensuring that new directors are provided with an orientation and education program, which will include written information about the duties and obligations of directors, the business and operations of the Corporation, documents from recent Board meetings, and opportunities for meetings and discussion with senior management and other directors. Directors are expected to attend all Board meetings and prepare thoroughly in advance of each Board meeting in order to actively participate in the deliberations and decision-making process.

The Board recognizes the importance of ongoing director education and the need for each director to take personal responsibility for this process. The Board notes that it has benefited from the diverse experience and knowledge of its constituent members in respect of the evolving governance regime and principles. The Board ensures that all directors are apprised of changes and proposed changes in the Corporation's operations and business.

Ethical Business Conduct

The Board is apprised of the activities of the Corporation and ensures that it conducts such activities in an ethical manner. The Board has not adopted a written code of business conduct and ethics; however, the Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to consultants, officers and directors to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary actions for violations of ethical business conduct. In particular, the Board ensures that directors exercise independent judgment in considering transactions and certain activities of the Corporation by holding in camera sessions of independent directors, when appropriate, and by having each director declare his or her interest in a particular transaction and abstaining from voting on such matters, where applicable.

Nomination of Directors

The Board is responsible for identifying and evaluating qualified candidates for nomination to the Board and does not have a separate nominating committee. The process by which candidates are identified is through recommendations presented to the Board, which establishes qualifications based on corporate law and regulatory requirements as well as education and experience related to the business of the Corporation. In identifying candidates, the Board considers the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, the competencies and skills each new nominee will bring to the Board and the ability of each new nominee to devote sufficient time and resources to his or her duties as a director. The Board also considers candidate independence and financial acumen in making recommendations for nomination. The Board does not keep a formal list of potential directors. The core competencies of any new director would be determined by the Board on a case by case basis depending on which existing director was to be replaced or what perceived area of expertise needed to be addressed.

Pursuant to its mandate, the Board takes responsibility for establishing and reviewing the Corporation's system of corporate governance and its response to and compliance with any applicable regulatory guidelines. It is also responsible for preparing disclosure concerning corporate governance matters, and for developing and monitoring the Corporation's general approach to corporate governance issues as they arise. Further, the Board assumes responsibility for assessing current members of the Board and ensuring that all Board members are informed of and are aware of their duties and responsibilities as directors.

Compensation

See under the heading "*Director and Named Executive Officer Compensation – Oversight and Description of Director and NEO Compensation*" for further details regarding the steps taken to determine compensation for the directors and executive officers of the Corporation.

Other Board Committees

The Corporation has no standing committees at this time other than the Audit Committee and the Corporate Governance and Compensation Committee.

Assessments

The practices of the Board respecting the above corporate governance matters are subject to modifications over time as the Corporation and the business environment evolves. Included in the mandate of the Board is the responsibility to assess the independence and effectiveness of the Board as a whole, the committees of the Board and individual directors. The Board, its committees and individual directors are assessed on an informal basis continually as to their effectiveness and contributions. The Board encourages an open discussion forum amongst the members of the Board as regards the effectiveness of the Board as a whole, its committees and of each individual director. All directors are free to make suggestions to improve the practices of the Board at any time and are encouraged to do so. If necessary, the Board will create measures, control mechanisms and the necessary structures to ensure the efficient execution of its responsibilities.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information, as at the end of the financial year ended December 31, 2016, with respect to compensation plans under which equity securities of the Corporation are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding Options, warrants and rights[(1)]	Weighted-average exercise price of outstanding Options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	2,670,000 Options[(2)]	$0.10 per Option	4,115,811[(3)]
Equity compensation plans not approved by securityholders	1,885,691 Warrants	$0.79 per Warrant	Nil
Total	**4,555,691**[(2)(4)]		**4,115,811**[(3)]

Notes:

(1) Shares issuable upon exercise of outstanding Options, warrants and/or rights.

(2) Since December 31, 2016 1,550,000 Options have expired, such that as at the date of this Information Circular, there are 1,120,000 Options outstanding under the Option Plan.

(3) As at December 31, 2016 there were 67,858,119 Shares issued and outstanding, accordingly, based on the terms of the Option Plan, there was a maximum of 6,785,811 Options that could have been available for grant at that time, inclusive of then outstanding Options. As of the date of this Information Circular there are 74,583,119 Shares issued and outstanding, accordingly, based on the terms of the Option Plan, there was a maximum of 7,458,311 Options that could have been available for grant at that time, inclusive of then outstanding Options. See also Note (2) above. As at the date of this Information Circular, based on there being 1,120,000 Options outstanding under the Option Plan there remains available 6,338,311 Options available for future issuance under the Option Plan.

(4) See Note (2) above. As at the date of this Information Circular, based on there being 1,120,000 Options outstanding under the Option Plan, the total number of securities to be issued upon exercise of outstanding Options, warrants and rights is 3,005,691.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director or employee of the Corporation or any of its subsidiaries, or former executive officer, director or employee of the Corporation or any of its subsidiaries, at any point within 30 days before the date of this Information Circular, had any outstanding indebtedness owing to the Corporation, or any of its subsidiaries, or any other entity where the indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

No current director or executive officer of the Corporation or any of its subsidiaries, or any director or executive officer of Corporation or any of its subsidiaries during the most recently completed financial year, or any associate of such director or executive officer: (a) is, or at any time during the most recently completed financial year has been, indebted to the Corporation or any of its subsidiaries; or (b) has had indebtedness to another entity that is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as otherwise disclosed in this Information Circular and below, including but not limited to as described below and under the headings "*Interest of Certain Persons or Companies in Matters to be Acted Upon "*, *"Director and Named Executive Officer Compensation*", "*Management Contracts*" and "*Particulars of Matters to be Acted Upon*", management of the Corporation is not aware of any material interest, direct or indirect, of any "informed person" (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) of the Corporation, any proposed director or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Corporation's most recently completed financial year ended December 31, 2016 or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

1. Proceeds of $76,000 were received from the exercise of 760,000 Options (as defined below under the heading "*Particulars of Matters to be Acted Upon – Annual Approval of the Option Plan*") from two (2) former directors of the Corporation during the year ended December 31, 2016. In particular: (a) on September 6, 2016, Charles W. (Bill) Baker, an insider (10% shareholder) and former director and officer of the Corporation, exercised 660,000 Options at an exercise price of $0.10 per Option for proceeds of $66,000; and (b) on May 10, 2016, Roger G. Bergersen, a former director exercised 100,000 Options at an exercise price of $0.10 per Option for proceeds of $10,000.

2. In March of 2016, the Corporation entered into a consulting services agreement with Stryker 11 Inc., a corporation controlled by Mr. Robert Achtymichuk, pursuant to which investor relations services were to be provided to the Corporation and pursuant to which Mr. Achtymichuk agreed to serve as the Vice President, Business Development of the Corporation. In August of 2016, Mr. Achtymichuk resigned as an officer of the Corporation and terminated the consulting services agreement. With the advent of the proxy contest related to the Contested Meeting, Mr. Achtymichuk was one of the concerned shareholders (collectively, the "**Concerned Shareholders**") opposed to the management of the Corporation at that time, including the management nominees for the Board proposed for the Contested Meeting. On October 31, 2016, Mr. Achtymichuk and Stryker 11 Inc. issued a statement of claim against the Corporation in connection with the consulting services agreement seeking various remedies, including $330,242.98 in damages for unpaid consulting fees, alleged finder's fees and other amounts as well as $50,000 in aggravated damages, interest and costs. The Corporation disputes the claims made by Mr. Achtymichuk and Stryker 11 Inc., but when the Corporation was unable to retain and instruct litigation counsel to defend itself in relation thereto, Mr. Achtymichuk and Stryker 11 Inc. were able to obtain a default judgment in the amount of $331,053 in January of 2017 and then subsequently file a writ of enforcement based thereon against the Corporation in the amount of $335,539. The Corporation continues to dispute the claims made by Mr. Achtymichuk and Stryker 11 Inc. and has now retained and instructed counsel to seek to set aside the default judgment and formally defend against the claims. The Corporation has also actively sought to settle the claims.

3. On August 11, 2016, the Corporation first announced a private placement offering, the conditional closing of which was subsequently announced on September 2, 2016, for gross proceeds of $1,644,000 (originally announced as $1,610,000) (the "**September 2016 Private Placement**"). The September 2016 Private Placement consisted of a $1,000,000 secured convertible debenture (the "**Convertible Debenture**") issued to Mr. Lyle Wunderlich, a former director and principal shareholder of the Corporation's amalgamation predecessor, Technical Ventures RX Corp., and $644,000 (originally announced as $610,000) in unsecured promissory notes (the "**September 2016 Notes**"). The September 2016 Notes comprised: (a) $464,000 advanced from then insiders of the Corporation, namely $350,000 from then director and insider (10%

shareholder) Mr. Victor M. Redekop and $114,000 from insider (10% shareholder) and former director and officer Mr. Charles W. (Bill) Baker; and (b) $180,000 from Mr. Wunderlich. The Convertible Debenture was secured by a first priority general security agreement (the "**Convertible Debenture GSA**") attaching to all of the Corporation's assets. The Convertible Debenture was convertible into units at a conversion price of $0.16 per unit, each such unit consisting of one (1) Share and a one-half Share warrant (originally announced on August 11, 2016 as a whole warrant), with each whole warrant entitling the holder thereof to acquire one (1) Share at a purchase price of $0.30 per Share within 36 months of issue; namely 6,250,000 Shares and 6,250,000 warrants based on the originally announced terms or 3,125,000 warrants based on the subsequently announced amended terms. On the issue date, and assuming no other changes, the Convertible Debenture would have been convertible into: (a) Shares constituting 8.51% of the then issued and outstanding Shares; (b) warrants convertible into Shares constituting a further 7.84% of the then issued and outstanding Shares (as the terms were originally announced); and (c) warrants convertible into Shares constituting a further 4.08% of the then issued and outstanding Shares (as the terms were subsequently announced as amended). In addition, as at September 2, 2016: (a) Mr. Wunderlich owned, controlled or directed an additional 2,589,433 Shares (3.85% of the then issued and outstanding Shares); (b) Mr. Wunderlich held 77,500 warrants convertible into Shares on a one-for-one basis; and (c) the Corporation was indebted to Mr. Wunderlich in the aggregate amount of $200,000. Between the original announcement of the September 2016 Private Placement and the conditional closing on September 2, 2016, the terms of the September 2016 Private Placement were amended to provide for a reduced number of warrants under the Convertible Debenture (as described above, one-half warrant per unit, rather than a whole warrant per unit) and to provide conversion rights for the unsecured promissory notes at a conversion price of $0.16 per Share such that the amounts advanced by Mr. Wunderlich ($180,000), Mr. Redekop ($350,000) and Mr. Baker ($114,000) on that basis had been made convertible into an additional 1,125,000 Shares (or 1.58%), 2,187,500 Shares (or 3.07%) and 712,500 Shares (or 1.00%), respectively (or 5.65% in the aggregate), had all of the indebtedness comprising the September 2016 Notes been converted in accordance with their terms and assuming no other changes. The original terms governing the September 2016 Private Placement provided that the Convertible Debenture and the September 2016 Notes would bear no interest. Between the initial announcement of the September 2016 Private Placement and the advent of the proxy contest related to the Contested Meeting, the terms of the Convertible Debenture and the September 2016 Notes were amended to include change of control provisions; in the event or a change of control, the maturity dates would accelerate and interest would become payable at a rate of 10% per annum.

4. On or after September 2, 2016, in the face of the proxy contest related to the Contested Meeting, the Corporation's then management and directors approved the Change of Control Agreements, each dated or to be dated effective August 1, 2016, between the Corporation and each of Dr. Elmar Burchardt (President and CEO), Mr. David Berman (CFO), Mr. Robert J. Bard (Director) and Mr. Angus H. Jenkins (Director). Mr. Bard did not sign the agreement prepared for him. The change of control provisions in the Change of Control Agreements are typical and generic. In the Change of Control Agreements, "Change of Management" was defined to mean "a change in the composition of the governing forces in a company that determine the company policies and directions in the broadest sense, e.g. the election of new board members, the change in the person of the chairman of the board, investors demanding a new company strategy, etc.". The Change of Control Agreements provided that if, within 36 months following a change of control or change of management, the relevant counterparty was: (a) terminated other than for cause; or (b) constructively dismissed, then the relevant counterparty would be entitled to: (i) the equivalent of between 9 and 12 months of base salary; (ii) accelerated vesting of any unvested stock options held by them; and (iii) in the case of Dr. Burchardt only, 36 months of health and other benefits (See paragraph 15 below and under the heading "*Director and Named Executive Officer Compensation – Employment, Consulting and Management Agreements*"). Current management of the Corporation has disputed that these Change of Control Agreements are enforceable on the basis that they were not entered into in the best interests of the Corporation.

5. On July 23, 2015, the Corporation announced that it had formed a strategic alliance by way of a binding term sheet with "Hemostemix Asia, Inc." or "**HEMA**", a private, independent company based in Taipei, Taiwan, controlled by Mr. James (Jim) Brown. On September 14, 2015, the Corporation announced that a further strategic alliance agreement had been entered into with HEMA (the "**HEMA Agreement**"). The self-styled strategic alliance agreement was in fact a Master Agreement and dated September 4, 2015 as

between the Corporation and Hemostemix (Asia) Corporation (the proper English legal name of HEMA). The HEMA Agreement was to provide for a manufacturing and commercial license to HEMA of the Corporation's ACP-01 technology for treating critical limb ischemia patients in Taiwan, China, and South Korea on the condition that: (a) HEMA was required to raise U.S. $5 million towards the funding and contribution of up to 20 participants from three (3) to five (5) clinical sites in Taiwan for the Corporation's multicenter, phase 2 clinical trial for patients with critical limb ischemia then being conducted in South Africa and in Canada (the "**Phase 2 Trial**"); and (b) HEMA was also required to establish a manufacturing hub in Taiwan to serve the Asian market upon successful commercialization of the Corporation's ACP-01 technology. As part of the HEMA Agreement, the Corporation was to become an equity partner with a 35% ownership in HEMA. Mr. Brown was shortly thereafter appointed as a director of the Corporation on October 26, 2015. Definitive agreements for the Corporation to realize its equity interest in HEMA have not been executed and details of the Corporation's ACP-01 technology necessary for HEMA to commence operations in Asia have not been provided to HEMA. Mr. Brown resigned as a director of the Corporation on May 19, 2016. With the advent of the proxy contest related to the Contested Meeting, Mr. Brown was one of the Concerned Shareholders opposed to the management of the Corporation at that time, including the management nominees for the Board proposed for the Contested Meeting. On August 29, 2016, following the mailing of the Concerned Shareholders' dissident proxy circular related to the Contested Meeting on August 22, 2016, the Corporation announced it had voided the strategic alliance agreement with HEMA and that it considered HEMA to be in default of its obligations. On October 21, 2016, HEMA issued a statement of claim against the Corporation in connection with the HEMA Agreement seeking various remedies, including declarations that the HEMA Agreement is in full force and effect and not terminated and, in the alternative, damages for expenses incurred and for loss of profit in the amount of $50,000,000 (the "**HEMA Litigation**"). The Corporation has disputed the claims made by HEMA in the HEMA Litigation but is also actively engaged in seeking to settle the HEMA Litigation.

6. In November of 2016, Drive Capital Corp. provided a USD $250,000 loan to Advanced Innovative Medicine, LLC ("**AIM**") that was secured by a pledge of 2,943,201 Shares then held by AIM amounting to approximately 4.38% of the Shares then issued and outstanding. AIM entered into a License Agreement dated November 5, 2009 ("**AIM License**") between the Corporation's amalgamation predecessor, TheraVitae Inc., and AIM pursuant to which AIM established a lab facility in Florida for the production of products based on the Corporation's ACP-01 technology for treating heart disease and peripheral vascular/artery disease patients in the Bahamas and Panama. In connection with entering into the AIM License, AIM acquired shares in the capital of the Corporation's amalgamation predecessor, TheraVitae Inc., which following the plan of arrangement of the Corporation made effective on November 10, 2014 amounted to the Shares pledged to Drive Capital Corp. as collateral security for the loan advanced in November of 2016. Following the occurrence of an event of default under the terms of the loan and the pledge entered into in December of 2016, Drive Capital Corp. acquired the Shares previously held by AIM.

7. Between December 16, 2016 and December 21, 2016, the Corporation entered into agreements with Drive Capital Corp., including the Management Agreement, first announced on December 22, 2016 (for further details, see under the heading "*Management Contracts*"). Drive Capital Corp. was previously owned as to equal 50% interests between affiliates of Mr. Kyle Makofka, the CRO of the Corporation, and Mr. Jed M. Wood. With the advent of the proxy contest related to the Contested Meeting, Mr. Jed M. Wood was one of the Concerned Shareholders opposed to the management of the Corporation at that time, including the management nominees for the Board proposed for the Contested Meeting, and was one of the Concerned Shareholders' nominees for election as a director of the Corporation at the Contested Meeting. Affiliates of Mr. Jed M. Wood acquired the other 50% interest in Drive Capital Corp. not already owned by them and in 2017 Drive Capital Corp. was amalgamated with another affiliate of Mr. Jed M. Wood, Quantum Petrophysics Inc. The private equity business of Drive Capital Corp. has since operated as a division of that amalgamated entity (prior to the amalgamation and subsequently as an operating division, "**Drive Capital**"). As described further under the heading "*Management Contracts*", Mr. Kyle Makofka, who is the Managing Director of Drive Capital, was appointed as the CRO of the Corporation in accordance with the Management Agreement.

8. Effective January 3, 2017, based in part on the agreements entered into between Drive Capital and the Corporation in December of 2016, Messrs. Victor M. Redekop (then director and insider as a 10%

shareholder), Charles W. (Bill) Baker (insider as a 10% shareholder and former director and officer) and insider Lyle Wunderlich converted all of their respective September 2016 Notes into Shares at a conversion price of $0.16 per Share, such that the indebtedness represented by the September 2016 Notes was settled in full in consideration for the issuance to Messrs. Redekop, Baker and Wunderlich of 2,187,500 Shares, 712,500 Shares and 1,125,000 Shares, respectively).

9. Effective January 10, 2017, based in part on the agreements entered into between Drive Capital and the Corporation in December of 2016, Drive Capital acquired the Convertible Debenture, together with the associated Convertible Debenture GSA, from then insider Mr. Lyle Wunderlich.

10. Effective January 10, 2017, Drive Capital agreed to provide emergency funding to the Corporation in an effort to allow it to satisfy certain critical trade payables. The emergency funding was provided pursuant to a demand loan agreement between the Corporation and Drive Capital (the "**Demand Loan Agreement**"). The Demand Loan Agreement provided for advances up to $750,000 to be advanced in one (1) or more tranches subject to the discretion of the lender. $375,000 was advanced pursuant to the Demand Loan Agreement by Drive Capital. Amounts advanced under the Demand Loan Agreement bear an annual rate of interest of 12% compounded and payable (interest only) monthly. The amounts advanced under the Demand Loan Agreement are secured by the Convertible Debenture GSA. Amounts advanced under the Demand Loan Agreement together with applicable interest are repayable on demand.

11. Effective January 13, 2017, Drive Capital sold the Convertible Debenture together with the associated Convertible Debenture GSA and its interests in the Demand Loan Agreement and all related indebtedness of the Corporation to Wood Capital Ltd. ("**Wood Capital**"). Wood Capital is a Barbados-based private equity investment firm controlled by Mr. Blake Wood, the adult son of Mr. Jed M. Wood., who controls Drive Capital. Wood Capital subsequently advanced to the Corporation the remaining $375,000 potentially available to it pursuant to the Demand Loan Agreement such that the maximum available amount of $750,000 to be advanced pursuant to the Demand Loan Agreement had then been advanced. For more details on Wood Capital and these arrangements see under the heading "*Particulars of Matters to be Acted Upon – Approval of Private Placements to Wood Capital*".

12. Effective January 24, 2017, based in part on the agreements entered into between Drive Capital and the Corporation in December of 2016, various creditors of the Corporation settled an aggregate of $540,000 in debts owing by the Corporation in consideration for the issuance of 2,700,000 Shares at a deemed issue price of $0.20 per Share, including $200,000 of indebtedness owing to then former insider Mr. Lyle Wunderlich for 1,000,000 Shares.

13. In January of 2017, Aspire Health Science, LLC ("**Aspire Health**") was founded by Drive Capital. Aspire Health is focused on the field of stem cell research and the development of one or more state-of-the-art U.S. Food and Drug Administration ("**US FDA**") cGMP (Current Good Manufacturing Practices) certified lab facilities in Florida. Aspire Health has leased various assets of AIM and it is expected that the facilities it is developing will be capable of developing and manufacturing various stem cell treatments. Based in part on the agreements entered into between Drive Capital and the Corporation in December of 2016, it is expected that the Corporation will terminate the AIM License and enter into a new license agreement with Aspire Health. To the extent that the contemplated transactions between the Corporation and Aspire Health may constitute one or more "related party transactions" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), which is applicable to the Corporation based on Policy 5.9 of the TSXV (*Protection of Minority Security Holders in Special Transactions*), the Corporation expects to rely upon applicable exemptions under MI 61-101 from formal valuation and minority shareholder approval requirements in relation to such transactions.

14. Effective on January 25, 2017 Dr. Elmar Burchardt, the then President and CEO of the Corporation, resigned all positions then held by him with the Corporation. That resignation resulted in Dr. Burchardt ceasing to be an "Eligible Person" within the meaning of the Option Plan, which caused the expiration of 340,000 unexercised Options held by him on April 25, 2017. In addition, options to acquire an aggregate of 2,200,000 Shares at a purchase price of USD $0.30 per Share from Mr. Victor M. Redekop (as to 1,100,000 Shares) and Mr. Charles W. (Bill) Baker (as to 1,100,000 Shares) held by Dr. Burchardt expired effective

upon January 25, 2017 as a result of his resignation; these options were previously granted to Dr. Burchardt effective November 10, 2014 by insider (10% shareholder) and then Chair of the Board, Corporate Secretary and director Charles W. (Bill) Baker and insider (10% shareholder) and then director Victor M. Redekop in relation to Shares owned or controlled by them. Upon and following Dr. Burchardt's resignation effective upon January 25, 2017, he has made various claims and demands to the Corporation for unpaid consulting fees or, alternatively, unpaid employee wage amounts as well as amounts alleged to be owing or possibly owing under his Change of Control Agreement with the Corporation (See paragraph 5 above and "*Director and Named Executive Officer Compensation – Employment, Consulting and Management Agreements*"). The Corporation has disputed and continues to dispute the validity of these claims and demands.

15. On April 5, 2017, Wood Capital issued a letter of intent to the Corporation, which was accepted by the Corporation together with its subsidiaries, Kwalata Trading Limited ("**Kwalata**") and Hemostemix Israel on April 7, 2017 (the "**Wood Capital LOI**"). As announced on April 10, 2017, the Wood Capital LOI contemplated that Wood Capital would provide the Corporation with a non-brokered senior secured debt financing of $4,400,000 in one (1) or more tranches (the "**Wood Capital Loan**" or the "**Secured Credit Transaction**"). The Wood Capital LOI contemplated possible conversion privileges relating to the Wood Capital Loan subject to the receipt of regulatory and shareholder approval. The Wood Capital LOI also contemplated that the Corporation is to complete a non-brokered or brokered private placement or placements of a minimum of $4,000,000 up to a maximum of $8,000,000 on terms substantially similar to the conversion privileges contemplated in respect of the Secured Credit Transaction. Based on and pursuant to the Wood Capital LOI: (a) the Corporation and its subsidiaries have entered into a series of definitive agreements related to the Secured Credit Transaction; (b) the Corporation has initiated two (2) discrete offerings for subscription receipts (specifically, a private placement and a prospectus-exempt rights offering collectively referred to as the "**Private Placement**"); (c) the Corporation has negotiated with certain of its creditors to issue Shares to such creditors in full satisfaction of trade payables and other debts payable in conjunction with the subscription receipt offerings; and (d) the Corporation is pursuing regulatory and shareholder approval for the possible conversion privileges relating to the Wood Capital Loan, including but not limited to organizing and arranging for the Meeting. See "*Particulars of Matters to be Acted Upon – Approval of Private Placements to Wood Capital*".

MANAGEMENT CONTRACTS

Between December 16, 2016 and December 21, 2016, the Corporation entered into agreements with Drive Capital Corp., including a management contractor agreement (the "**Management Agreement**"), first announced on December 22, 2016.

Drive Capital Corp. was previously owned as to equal 50% interests between affiliates of Mr. Kyle Makofka, the CRO of the Corporation, and Mr. Jed M. Wood. With the advent of the proxy contest related to the Contested Meeting, Mr. Jed M. Wood was one of the Concerned Shareholders opposed to the management of the Corporation at that time, including the management nominees for the Board proposed for the Contested Meeting, and was one of the Concerned Shareholders' nominees for election as a director of the Corporation at the Contested Meeting. Affiliates of Mr. Jed M. Wood acquired the other 50% interest in Drive Capital Corp. not already owned by them and in 2017 Drive Capital Corp. was amalgamated with another affiliate of Mr. Jed M. Wood, Quantum Petrophysics Inc. The private equity business of Drive Capital Corp. has since operated as a division of that amalgamated entity. Mr. Kyle Makofka, who is the Managing Director of Drive Capital, was appointed as the CRO of the Corporation in accordance with the Management Agreement. Drive Capital and Mr. Makofka have principal business offices located at Bay 1, 5220 Duncan Avenue, PO Box 10, Blackfalds, Alberta T0M 0J0.

Pursuant to the Management Agreement, Drive Capital is to oversee and manage all aspects of a corporate reorganization of the Corporation. Drive Capital shall report directly to the Board and will assist with the implementation of all corporate actions deemed necessary to ensure the financial sustainability of the Corporation. The Management Agreement has a term of two (2) years. Drive Capital is to be compensated by way of: (a) fees based on 15% of the total operating expenses over the term of the Management Agreement; and (b) options to acquire Shares to be granted from time to time in an amount equivalent to seven (7%) percent of the Corporation's total issued and outstanding Shares (the "**Option Pool**").

The Management Agreement further provides that grants from this Option Pool are to be allocated as determined by Drive Capital, among new management and/or consultants of the Corporation recruited and/or engaged during the term of the Management Agreement as well as to Drive Capital. The Corporation and Drive Capital expect that, in addition to compensating Drive Capital directly, grants from the Option Pool will be used to attract and retain new management and/or consultants and other qualified personnel, and motivate them to achieve the Corporation's strategic objectives in conjunction with the long-term interests of Shareholders.

It is expected that initial grants from the Option Pool will be made concurrent with the closing of the first equity financing completed by the Corporation during the term of the Management Agreement, if any, with an exercise price being the lesser of: (a) the discounted market price of the Shares at that time; and (b) the equivalent of the per Share price of the financing, but in any event no less than the discounted market price of the Shares at that time. It is also expected that grants from this Option Pool will be made pursuant to the Option Plan and as such be subject to the general terms of the Option Plan and all applicable policies of the TSXV, including without limitation those that provide for maximum issuances to single participants under the Option Plan in any 12-month period.

For additional information relating to the Management Agreement, Drive Capital, Mr. Makofka and transactions between or relating to the Corporation, Drive Capital and/or Mr. Makofka, see the further descriptions and details under the heading "*Interest of Informed Persons in Material Transactions*".

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors of the Corporation, the only matters to be placed before the Meeting are those set forth in the accompanying Notice of Meeting and more particularly discussed below.

Financial Statements

The audited consolidated comparative financial statements of the Corporation for the years ended December 31, 2016 and 2015, together with the auditors' report thereon, and related management's discussion and analysis will be placed before the Shareholders at the Meeting.

Fix the Number of Directors

The Shareholders will be asked to consider a resolution fixing the number of directors to be elected at the Meeting. Management proposes that the number of directors to be elected at the Meeting be set at three (3). There are presently three (3) directors of the Corporation.

Unless otherwise directed by the Shareholders appointing them as proxyholder, the persons named in the enclosed form of proxy intend to vote all Shares in respect of which they are appointed proxyholder FOR the resolution setting the number of directors to be elected at the Meeting at three (3).

Election of Directors

The Board is currently composed of Messrs. Angus H. Jenkins, David L. Wood and Donald E. Friesen.

At the Meeting, management proposes to nominate each of the current directors for re-election as directors of Hemostemix, and submit to the Shareholders an ordinary resolution to elect each nominee as a director for the ensuing year, to hold office until the close of the next annual meeting of Shareholders.

Unless otherwise directed by the Shareholders appointing them as proxyholder, the persons named in the enclosed form of proxy intend to vote all Shares in respect of which they are appointed proxyholder FOR the election of each nominee as a director of Hemostemix.

The following table set forth, for each proposed director nominee, his name and jurisdiction of residence, the date since which he has served as a director of Hemostemix, and his principal occupation, business or employment currently and during the past five years.

Name, Jurisdiction of Residence	Office(s) with Hemostemix	Present Principal Occupation and Positions Held During Past Five Years	Number of Common Shares Owned Beneficially or Subject to Direction or Control
Angus H. Jenkins[3][4] Calgary, Alberta	Director (September 8, 2016) Chair of the Board (January 19, 2017)	Angus H. Jenkins, a director of the Corporation and the Chair of the Board, ran his own oilfield services company from 2013 until current. Previously, he held management and executive positions with Poseidon Concepts Corp. (formerly Open Range Energy Corp., TSX:PSN) from 2012 until 2013, serving first as the Manager, Corporate Development and Technical Sales and then as the Vice President of Operations. Mr. Jenkins served as the President and CEO of Black Goose Holdings Inc., which was an unlisted public company (now private) engaged in petroleum and natural gas exploration activities in Western Canada from 2007 until December 2009. From March 17, 2010 to December 5, 2011, he served as the Vice President of Operations of Torquay Oil Corp. (TSXV:TOC), an oil and gas exploration, production and development company based in Western Canada that was listed on the TSXV until its acquisition by CanEra Energy Corp. (privately held) in 2012. Mr. Jenkins has a B.Sc. in Petroleum Engineering from the University of Alberta and is a member of The Association of Professional Engineers and Geoscientists of Alberta (APEGA) and has held various engineering positions with a number of companies, including Poco Petroleums Ltd. (TSX:POC) and Peerless Energy Inc. (TSX:PRY.A).	Nil

Name, Jurisdiction of Residence	Office(s) with Hemostemix	Present Principal Occupation and Positions Held During Past Five Years	Number of Common Shares Owned Beneficially or Subject to Direction or Control
David L. Wood[(1)(2)(3)(4)] Surrey, British Columbia	Director (January 25, 2017)	David L. Wood, a director of the Corporation, is the founder (1978) and President of Zenith Appraisal and Land Consulting Ltd. and since 1994 has been the President of Double Check Consulting Inc., both private consulting entities. Mr. Wood is also a director and the CEO and CFO of Dataminers Capital Corp., a TSXV listed company and a director of Black Bull Resources Inc., a mining company formerly listed on the TSXV. From 1999 to 2013, Mr. Wood served as a director of Iplayco Corporation Ltd. (TSXV:IPC), a playground equipment designing and manufacturing company, for which he also served as Chair of the Board from 2008 until 2011. From 2008 to 2012, Mr. Wood served as a director of Darford International Inc. (formerly White Rock Energy Inc.), a marketing and manufacturing company, formerly listed on the TSXV. From 2007 until 2013, Mr. D.L. Wood served as a director of Prosper Gold Corp. (formerly Lander Energy Corporation), a TSXV listed company, also serving as its President from 2007 until 2012. Mr. Wood also served as a director of as the Corporation (from November 10, 2014) and before that for its amalgamation predecessor, Technical Ventures RX Corp. (from March 26, 2012 until August 8, 2016), having also previously served as the President, CEO and CFO of Technical Ventures RX Corp. Mr. Wood is a professional appraiser and obtained his designation from the Appraisal Institute of Canada (AIC) in 2001.	850,200
Donald E. Friesen[(1)(2)] Calgary, Alberta	Director (January 25, 2017)	Donald E. Friesen, a director of the Corporation, is a Principal of the Friesen Group, a private investment firm. Since 2008, he has also served as the Chief Executive Officer of both Coldstream Helicopters Ltd. and Global Petroleum Marketing Inc. Mr. Friesen has over 40 years of sales, marketing and entrepreneurial startup experience in a variety of industries, including environmental remediation and demolition, heavy equipment sales, molten sulphur trucking and oilfield services. Mr. Friesen was one of two founders of HAZCO in 1989, which grew from a small environmental services company to over 1,500 employees across Western Canada and internationally while diversifying into landfill ownership and operation, demolition and construction services, environmental cleanup and remediation, waste services, and environmental drilling services. HAZCO was known as a Canadian leader in its field and was subsequently purchased in 2004 by CCS Income Trust (TSX:CCR.UN, "**CCS**" the successor of Canadian Crude Separators and the predecessor of Tervita Corporation) where Mr. Friesen continued to serve in a leadership capacity	Nil

Name, Jurisdiction of Residence	Office(s) with Hemostemix	Present Principal Occupation and Positions Held During Past Five Years	Number of Common Shares Owned Beneficially or Subject to Direction or Control
		until 2008, including as a trustee of the TSX listed trust from 2004 to 2007. Prior to selling his interests in and leaving HAZCO/CCS, Mr. Friesen continued his serial entrepreneurial passion through a variety of passive and active investments in a diverse group of business sectors, including real estate, oilfield production and service, construction, equipment leasing and financing, retail service and construction. Mr. Friesen currently works with his son collectively managing and growing portfolio of assets of the Friesen Group, a private investment firm. Mr. Friesen graduated with a Bachelor of Commerce from The University of Alberta in 1977.	

Notes:
(1) Member of the Audit Committee.
(2) Member of the Corporate Governance and Compensation Committee.
(3) Chairman of the Audit Committee.
(4) Chairman of the Corporate Governance and Compensation Committee.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, to the knowledge of management of the Corporation, no proposed director of the Corporation is, as at the date of this Information Circular, or has been, within the past 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that: (a) while that person was acting in that capacity, was subject to a cease trade order, an order similar to a cease trade order or an order that denied the issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days; or (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued after the person ceased to be a director or executive officer and which resulted from an event that occurred while that person was acting in such capacity.

Except as disclosed below, to the knowledge of management of the Corporation, no proposed director of the Corporation is, as at the date of this Information Circular, or has been, within the 10 years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. David L. Wood served on the board of directors of Darford International Inc. ("**Darford**") (formerly White Rock Energy Inc.) from 2008 to 2012 and served as its President, Chief Executive Officer and Chief Financial Officer from 2008 until 2010. Formerly a TSXV listed marketing and manufacturing company, in October 2012 Darford went into receivership and was suspended by the TSXV. Darford's listing was transferred to the NEX board of the TSXV in January 2013 for failing to meet the continued listing requirements of the TSXV. Darford is still an active business, but remains suspended from trading on the NEX.

Mr. Angus H. Jenkins was an executive with Poseidon Concepts Corp. (formerly Open Range Energy Corp., TSX:PSN, "**Poseidon**")) from 2012 until 2013, serving first as the Manager, Corporate Development and Technical Sales and then as the Vice President of Operations.

Poseidon was formerly a TSX listed energy equipment and services company that provided fluid storage and handling solutions to the oil and natural gas industry in North America. In February of 2013, Poseidon announced that after the investigation of a special committee that it had established, it had determined that three (3) previously filed quarterly financial statements and related filings would need to be restated based on overstatements of revenue. As a result, cease trade orders affecting Poseidon's securities were issued in February and March of 2013 by the Alberta Securities Commission, the British Columbia Securities Commission, the Autorité des marchés financiers and the Ontario Securities Commission. In April of 2013, Poseidon entered into creditor protection under the *Companies' Creditors Arrangement Act* (Canada) ("**CCAA**"), so as to continue operating under the supervision of a court appointed monitor while developing a plan of arrangement to address creditor and other claims. In May of 2013, Poseidon's securities were delisted from the TSX. Poseidon subsequently expanded the arrangement process to address its U.S. operations under Chapter 15 of the United States Bankruptcy Code ("**Chapter 15**"). Poseidon subsequently sold substantially all of its assets under the CCAA and Chapter 15 processes with the approval of the Alberta Court of the Queen's Bench and United States Bankruptcy Court in a compromise of secured creditor claims.

Personal Bankruptcies

No proposed director has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Penalties or Sanctions

To the knowledge of management of the Corporation, no proposed director has: (a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Advance Notice By-law

On August 8, 2016, the Board approved the adoption by the Corporation of By-law No. 2, effective the date thereof, regarding advance notice of nominations of directors of the Corporation (the "**Advance Notice By-law**"). The Advance Notice By-law was confirmed by the Shareholders at the Annual and Special Meeting of the Corporation held on September 8, 2016. A copy of the Advance Notice By-law was attached as Schedule "D" to the management information circular and proxy statement dated August 8, 2016 relating to the Annual and Special Meeting of the Corporation held on September 8, 2016.

The Advance Notice By-law provides that advance notice to the Corporation must be made in circumstances where nominations of persons for election to the Board are made by Shareholders other than pursuant to: (a) a "proposal" made in accordance with Section 136 of the Business Corporations Act (Alberta); or (b) a requisition of a meeting made pursuant to Section 142 of the *Business Corporations Act* (Alberta).

The Advance Notice By-law fixes a deadline by which holders of record of Shares must submit director nominations to the corporate secretary of the Corporation prior to any annual or special meeting of Shareholders and outlines the specific information that a nominating Shareholder must include in the written notice to the corporate secretary of the Corporation for an effective nomination to occur. No person nominated by a Shareholder will be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of the Advance Notice By-law.

In the case of an annual meeting of Shareholders, notice to the corporate secretary of the Corporation must be made not less than 30 days and not more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first

public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of Shareholders (which is not also an annual meeting), notice to the Corporation must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Board may, in its sole discretion, waive any requirement of the Advance Notice By-law.

Enhanced Quorum By-law

On August 8, 2016, the Board approved the adoption by the Corporation of an amendment to By-law No. 1 of the Corporation, effective the date thereof, regarding the quorum requirements at Shareholder meetings to provide for an enhanced quorum where director nominations submitted to the Corporation by a Shareholder may result in persons who were members of the Board immediately prior to any meeting ceasing to constitute a majority of the Board following the meeting, other than pursuant to a "Change of Control" of the Corporation (as such term is defined in the Enhanced Quorum By-law) (the "**Enhanced Quorum By-law**"). The Enhanced Quorum By-law was confirmed by the Shareholders at the Annual and Special Meeting of the Corporation held on September 8, 2016. A copy of the Enhanced Quorum By-law was attached as Schedule "E" to the management information circular and proxy statement dated August 8, 2016 relating to the Annual and Special Meeting of the Corporation held on September 8, 2016.

The Enhanced Quorum By-law provides that a quorum of at least two (2) persons present in person and entitled to vote at any annual meeting of Shareholders, or at any special meeting of Shareholders, if one of the purposes for which the special meeting was called was the election of directors, and who, together, hold or represent by proxy at least a majority of the Shares issued and outstanding is required where nominations of persons for election to the Board made by Shareholders may result in persons who were members of the Board immediately prior to the meeting ceasing to constitute a majority of the Board following the meeting, other than pursuant to a "Change of Control" of the Corporation (as such term is defined in the Enhanced Quorum By-law).

For all other Shareholder meetings, a quorum of at least two (2) persons present in person and entitled to vote at the meeting and who, together, hold or represent by proxy not less than five (5%) percent of the votes entitled to be cast at the meeting will continue to be required.

Appointment of Auditor

MNP LLP, Chartered Accountants, has served as the Corporation's auditor since November 2014. The auditor's report of MNP LLP on the audited consolidated comparative financial statements for the financial years ended December 31, 2016 and 2015 will be placed before the Shareholders at the Meeting.

At the Meeting, management proposes to submit the Shareholders an ordinary resolution reappointing MNP LLP, Chartered Accountants, as the auditors of the Corporation, to hold office until the close of the next annual meeting of Shareholders, at a remuneration to be determined by the Board.

Unless otherwise directed by the Shareholders appointing them as proxyholder, the persons named in the enclosed form of proxy intend to vote all Shares in respect of which they are appointed proxyholder <u>FOR</u> the appointment MNP LLP, Chartered Accountants, as the auditors of the Corporation.

Annual Approval of the Option Plan

The Corporation has in place an Option Plan whereby the Board may allocate a maximum of 10% of the issued and outstanding Shares from time to time for issuance under the Option Plan. The Option Plan was last approved by the Shareholders on September 8, 2016. There have not been any amendments made to the Option Plan since that time**.**

The highlights of the Option Plan are as follows:

(a) options to purchase Shares ("**Options**") may be granted to directors, employees, management company employees and consultants;

(b) the exercise price of Options granted shall be determined by the Board in accordance with the policies of the TSXV;

(c) the Board may allocate up to a maximum of 10% of the issued and outstanding Shares for the issuance of Options; no single participant may be issued Options representing greater than five (5%) percent of the number of outstanding Shares in any 12 month period; the number of Shares reserved for issuance to any one (1) consultant of the Corporation may not exceed two (2%) percent of the number of outstanding Shares in any 12 month period;

(d) the aggregate number of Options granted to persons employed in investor relation activities must not exceed two (2%) percent of the outstanding Shares in any 12 month period unless the TSXV permits otherwise;

(e) Options issued to consultants providing investor relations services must vest in stages over 12 months with no more than one quarter of the Options vesting in any three month period;

(f) the Board may determine the term of the Options, but the term shall in no event be greater than five (5) years from the date of issuance;

(g) generally, the Options expire 90 days from the date on which a participant ceases to be a director, officer, employee, management company employee or consultant of the Corporation; and

(h) terms of vesting of the Options, the eligibility of directors, officers, employees, management company employees and consultants to receive Options and the number of Options issued to each participant shall be determined at the discretion of the Board, subject to the policies of the TSXV.

Since the Option Plan is a "rolling plan", annual shareholder approval of the Option Plan is required by the TSXV. In accordance with the policies of the TSXV, the Corporation requests Shareholders to consider, and if thought advisable, to approve, with or without amendment, an ordinary resolution substantially in the form set forth below:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION OF THE SHAREHOLDERS THAT:

1. pursuant to and in compliance with the policies of the TSX Venture Exchange and subject to regulatory approval, Hemostemix Inc.'s (the "**Corporation**") stock option plan is hereby approved, whereby a maximum of 10% of the common shares in the capital of the Corporation will be reserved for issuance under the stock option plan, provided that the number of listed securities that may be reserved for issuance under stock options granted to any one individual or insiders of the Corporation shall not exceed five (5%) percent of the Corporation's issued and outstanding listed securities, and the same is hereby approved;

2. the form of the stock option plan may be amended in order to satisfy the requirements or requests of any regulatory authorities, or at the discretion of the board of directors of the Corporation (the "**Board**") acting in the best interests of the Corporation without requiring further approval of the shareholders of the Corporation; and

3. any one director or officer of the Corporation be and is hereby authorized and directed, upon the Board resolving to give effect to this resolution, to take all necessary steps and proceedings, and to execute, deliver and file any and all applications, declarations, documents and other instruments and do all such other acts or things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to the provisions of this resolution."

To be effective, the resolution must be passed by at least a majority of the votes cast at the Meeting. **Unless otherwise directed by the Shareholders appointing them as proxyholder, the persons named in the enclosed form of proxy intend to vote all Shares in respect of which they are appointed proxyholder FOR the approval of the Option Plan.**

Approval of Private Placements to Wood Capital

On April 5, 2017, Wood Capital issued the Wood Capital LOI, which was accepted by the Corporation together with its subsidiaries, Kwalata and Hemostemix Israel, on April 7, 2017. Wood Capital is a Barbados-based private equity investment firm controlled by Mr. Blake Wood, the adult son of Mr. Jed M. Wood., who controls Drive Capital. In January of 2017, Wood Capital acquired the Convertible Debenture originally issued to Mr. Lyle Wunderlich in September of 2016. Wood Capital concurrently acquired the Convertible Debenture GSA attaching to all of the Corporation's assets that was originally granted to Mr. Wunderlich as collateral security for the Convertible Debenture. At the same point, Wood Capital also acquired the $750,000 Demand Loan Agreement and all indebtedness of the Corporation related thereto originally entered into by the Corporation in January 2017 to provide emergency funding to the Corporation in an effort to allow it to satisfy certain critical trade payables.

As announced on April 10, 2017, the Wood Capital LOI contemplated that Wood Capital would provide the Corporation with the Wood Capital Loan (or the Secured Credit Transaction), consisting of a non-brokered senior secured debt financing of $4,400,000 in one or more tranches. The Wood Capital LOI contemplated possible conversion privileges relating to the Wood Capital Loan subject to the receipt of regulatory and shareholder approval. The Wood Capital LOI also contemplated that the Corporation is to complete a non-brokered or brokered private placement or placements of a minimum of $4,000,000 up to a maximum of $8,000,000 on terms substantially similar to the conversion privileges contemplated in respect of the Secured Credit Transaction. Based on and pursuant to the Wood Capital LOI: (a) the Corporation and its subsidiaries have entered into a series of definitive agreements related to the Secured Credit Transaction; (b) the Corporation has initiated the Private Placement consisting of a private placement offering of subscription receipts and a prospectus-exempt rights offering of subscription receipts; (c) the Corporation has negotiated with certain of its creditors to issue Shares to such creditors in full satisfaction of trade payables and other debts payable in conjunction with the subscription receipt offerings; and (d) the Corporation is pursuing regulatory and shareholder approval for the possible conversion privileges relating to the Wood Capital Loan, including but not limited to organizing and arranging for the Meeting.

For additional information relating to Wood Capital, Drive Capital, the Convertible Debenture, the Convertible Debenture GSA, the Demand Loan Agreement and the Secured Credit Transaction see "*Interest of Informed Persons in Material Transactions*".

The Secured Credit Transaction consists of four possible tranches of financing being advanced in four rounds of: (a) $1,000,000 (the "**Bridge Financing Advance**"); (b) $2,400,000 (the "**Bridge Refinancing Advance**"); (c) up to $4,400,000 less amounts advanced in rounds under the Bridge Financing Advance and the Bridge Refinancing Advance (the "**Additional Bridge Financing Advance**"); and (d) up to $4,400,000 less amounts advanced in rounds the Bridge Financing Advance, the Bridge Refinancing Advance and the Additional Bridge Financing Advance.

The use of funds available under the Secured Credit Transaction is subject to certain restrictions imposed by Wood Capital. Of the total $4,400,000 which could be raised from the Secured Credit Transaction approximately $2,400,000 (the Bridge Refinancing Advance) will be used to recapitalize and repay various debts of the Corporation, including but not limited to those incurred pursuant to the Convertible Debenture and the Demand Loan Agreement. The remaining $2,000,000 will represent new funds for the Corporation to fund ongoing operations including but not limited to expenses related to the conduct of the Private Placement and the Meeting.

Upon receipt of all necessary Shareholder and regulatory approvals in respect of the Conversion Privileges (as defined below) and certain other conditions including the "**Minimum Offering**" being achieved under the Private Placement (specifically the Private Placement generating minimum gross proceeds of $5,000,000, as distinct from what was originally contemplated by the Wood Capital LOI, which provided for a minimum offering of $4,000,000), all amounts loaned under the Secured Credit Transaction are to be automatically be converted into

units ("**Units**") consisting of one (1) Share and one-half of one Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant is to entitle the holder thereof to purchase one (1) Share (each, a "**Warrant Share**") at a price of $0.20 for a period of two (2) years from the date of the initial conversion of the Wood Capital Loan into Units.

In respect of the Loan, the "**Conversion Privileges**" shall entail the following terms:

1. Each holder (each, a "**Holder**") of notes or other evidence of interest in the Wood Capital Loan (each, a "**Note**"), shall have their Notes automatically converted into Units on the day following: (a) all necessary Shareholder and regulatory approvals having been obtained in respect of the Conversion Privileges; and (b) the Private Placement closing date.

2. The Warrants issued under the conversion of the Notes into Units, will entitle the Holder to acquire a Warrant Share upon payment of $0.20 within 24 months from the later of: (a) the Wood Capital Loan closing date; and (b) the Private Placement closing date, with a forced exercise provision attached to each Warrant commencing on the day following: (x) the conversion of the applicable Note; and (y) the expiry of any applicable hold period on the underlying Share, stating that if, for 10 consecutive trading days, the closing price of the listed shares of the Corporation exceeds $1.00 then the exercise period of the Warrants will be reduced to a period of 30 days following such trading days.

3. Any such conversion of Notes will be completed on the following basis:

    a. Principal Note amount
    + Accrued but unpaid interest
    = Total Debt Outstanding

    b. Total Debt Outstanding x 1/(Conversion Price) = Number of Units

    c. "**Conversion Price**" means $0.05 or the Subscription Price (being the price per subscription receipt under the Private Placement), whichever is the lesser amount,

    provided that the conversion of any unpaid interest into Units shall be subject to specific TSXV approval. In the event that such approval is not obtained, the convertibility of the interest shall be deemed to be at the volume weighted average trading price of the Shares, calculated by dividing the total value by the total volume of Shares traded for the 20 trading days immediately preceding the settlement date being the date that the Notes are converted as determined in accordance with the policies and rules of the TSXV.

4. If the requisite Shareholder and regulatory approval is not obtained to permit the conversion of the Notes in accordance with the foregoing, the Notes plus accrued interest must be redeemed by the Corporation by payment of the outstanding principal amount of the Notes to be redeemed and any accrued interest thereon.

As at the date of this Information Circular, Wood Capital beneficially owns, or controls or directs, directly or indirectly, no Shares. Following completion of the proposed Secured Credit Transaction after giving effect to the Conversion Privileges, Wood Capital is expected to beneficially own, or control or direct, directly or indirectly, more than 20% of the outstanding Shares. Assuming up to 88,000,000 Units are issued to Wood Capital (consisting of 88,000,000 Shares and 44,000,000 Warrants, such that assuming all of the Warrant Shares were then issued Wood Capital would be issued 132,000,000 Shares), Wood Capital's Share position would be expected to be up to 33.51% assuming the Minimum Offering and up to 27.28% assuming the Maximum Offering (and in both instances without accounting for the exercise of any Warrants). If the exercise of all of the Warrants related to the Private Placements and the Secured Credit Transaction were assumed, Wood Capital's Share position would be expected to be up to a 37.02% assuming the Minimum Offering and up to 29.56% assuming the Maximum Offering. As a result, Wood Capital will be considered a Control Person of the Corporation under the policies of the TSXV and therefore, shareholder approval is required to approve the Secured Credit Transaction after giving effect to the Conversion Privileges as it relates to the Shares to be issued to Wood Capital.

Accordingly, in accordance with the policies of the TSXV, at the Meeting, Shareholders will be asked to consider, and if thought advisable, to approve, with or without amendment, a resolution substantially in the form set forth below approving the Secured Credit Transaction after giving effect to the Conversion Privileges and the resulting creation of a new Control Person as described above (the "**Change of Control Resolution**"). The approval of the Secured Credit Transaction after giving effect to the Conversion Privileges is subject to approval of the TSXV in accordance with its policies, including that the deemed price per Share at which the debt is converted must not be less than the Discounted Market Price and not less than $0.05 per Share and the Corporation will not proceed with the transaction if regulatory acceptance or approval is not obtained. "Disinterested shareholder approval" means that while shareholder approval may be obtained by ordinary resolution at the Meeting, the votes attached to the Shares held by Wood Capital will be excluded from voting.

"BE IT RESOLVED AS AN ORDINARY RESOLUTION OF THE SHAREHOLDERS THAT:

1. the issuance by the Hemostemix Inc. (the "**Corporation**") to Wood Capital Ltd., of such number of common shares in the capital of the Corporation as are necessary to satisfy the aggregate amount of approximately $4,400,000 owed thereto by the Corporation, at a minimum price of no less than the Discounted Market Price to a minimum price of $0.05 per common share in accordance with the policies of the TSX Venture Exchange, the result of which will be that Wood Capital Ltd. will become a new Control Person of the Company, as such term is defined in the policies of the TSX Venture Exchange, on such terms as are more particularly described in the information circular of the Corporation dated March 25, 2017, be and is hereby approved; and

2. any one director or officer of the Corporation be and is hereby authorized and directed, upon the Board resolving to give effect to this resolution, to take all necessary steps and proceedings, and to execute, deliver and file any and all applications, declarations, documents and other instruments and do all such other acts or things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to the provisions of this resolution."

To be effective, the resolution must be passed by at least a majority of the votes cast at the Meeting. Unless otherwise directed by the Shareholders appointing them as proxyholder, the persons named in the enclosed form of proxy intend to vote all Shares in respect of which they are appointed proxyholder **FOR** the approval of the Change of Control Resolution.

Other Matters to be Acted Upon

Management of Hemostemix is not aware of any matters to come before the Meeting, other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matters.

ADDITIONAL INFORMATION

Financial information is provided in Hemostemix's audited consolidated comparative financial statements and management's discussion and analysis for the years ended December 31, 2016 and 2015, copies of which are available by making a written request to Hemostemix at P.O. Box 10, Bay 1, 5220 Duncan Avenue, Blackfalds, Alberta, T0M 0J0. Additional information relating to Hemostemix may be found on SEDAR at www.sedar.com.

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

I. Role

The Audit Committee is a committee of the Board of Directors (the "Board"). Its role is to assist the Board in its oversight of the integrity of the financial and related information of the Corporation including its financial statements, the internal controls and procedures for financial reporting and the processes for monitoring compliance with legal and regulatory requirements and to review the independence, qualifications and performance of the external auditor of the Corporation. Management is responsible for establishing and maintaining those controls, procedures and processes and the Audit Committee is appointed by the Board to review and monitor them.

While the Audit Committee shall have the responsibilities and powers set forth in this charter, it shall not be the duty of the Audit Committee to determine whether the Corporation's financial statements are complete, accurate, or in accordance with generally accepted accounting principles or to conduct audits. These are the responsibilities of management and the external auditor in accordance with their respective roles.

The responsibilities of a member of the Audit Committee shall be in addition to such member's duties as a member of the Board.

II. Authority

The Audit Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. In connection with such investigations or otherwise in the course of fulfilling its responsibilities under this charter, the Audit Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee and to communicate directly with the internal and external auditors. The Audit Committee shall also have unrestricted access to the Corporation's personnel and documents and will be provided with the resources to carry out its responsibilities. The Audit Committee shall have direct communication channels with the internal auditors (if any) and the external auditors to discuss and review specific issues as appropriate.

III. Membership and Meetings

The Audit Committee shall be composed of a minimum of three Directors, two of whom shall be independent as that term is defined in National Instrument 52-110 - *Audit Committees* ("NI 52-110") and any other applicable requirements of Canadian securities laws. A member of the Audit Committee shall automatically cease to be a member upon ceasing to be a director of the Corporation.

Members shall serve one-year terms and may serve consecutive terms. This is to encourage continuity of experience.

The Chairperson shall be appointed by the Board of Directors for a one-year term and may serve any number of consecutive terms.

Except as may be permitted by applicable securities laws and regulatory policies, all members of the Audit Committee must be "financially literate" i.e., have the ability to read and understand a balance sheet, an income statement and a cash flow statement. At least one member of the Audit Committee should be financially sophisticated in that he or she has past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background which results in the individual's sophistication. This individual must have the ability to analyze and interpret a full

set of financial statements including the attached notes, in accordance with Canadian generally accepted accounting principles.

The Chairman of the Audit Committee shall be appointed by the Board and the Chairman shall preside at all meetings of the Audit Committee and shall have a second and deciding vote in the event of a tie. If the Chairman is absent from a meeting, then the remaining members of the Audit Committee shall appoint one of their members to act as Chairman.

Subject to the requirements of this charter, the time(s), place and processes for calling meetings of the Audit Committee and the procedures at such meetings shall be determined by the Audit Committee.

Quorum of a meeting of the Audit Committee shall be the attendance of two (2) members thereof. A member or members of the Audit Committee may participate in a meeting of the Audit Committee by means of such telephonic, electronic or other communication facilities as permits all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.

The minutes of the Audit Committee meetings shall accurately record the decisions reached and shall be distributed to Audit Committee members with copies to the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the external auditor.

A written resolution signed by all the members of the Audit Committee entitled to vote on that resolution at a meeting of the Audit Committee is as valid as if it had been passed at a meeting of the Audit Committee.

The Audit Committee reviews, prior to their presentation to the Board of Directors and their release, all material financial information required by securities regulations.

IV. **Responsibilities**

In carrying out its role, the Audit Committee SHALL:

A. General

5. Meet at least four times per year, or more frequently if circumstances or the obligations of the Audit Committee require;

6. Report to the Board on such matters as the Board may from time to time refer to the Audit Committee;

7. Annually review and reassess the adequacy of this charter and submit such evaluation to the Board and recommend any proposed changes to the Board for approval;

B. External Auditor

1. Require the external auditor to report directly to the Audit Committee and shall provide notice of each Audit Committee meeting to the external auditor;

2. Recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing the auditor's report or performing other audit, review or attest services for the Corporation and the compensation of the external auditor, and as necessary, review and approve the discharge of the external auditor. If the event of a change of external auditor, the Audit Committee shall review all issues and provide documentation related to the change, including the information to be included in the Notice of Change of Auditors and documentation required pursuant to National

Instrument 51-102 (or any successor legislation) of the Canadian Securities Administrators and the planned steps for an orderly transition period;

3. Be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing the auditor's report or performing other audit, review or attest services for the Corporation;

4. Oversee the resolution of disagreements between management and the external auditor regarding financial reporting;

5. Pre-approve any non-audit services to be provided to the Corporation or its subsidiaries by the external auditor and the fees for those services;

6. Take reasonable steps to confirm the independence of the external auditor, which shall include, but shall not be limited to:

   (a) ensuring receipt, at least annually, from the external auditor of a formal written statement delineating all relationships between the external auditor and the Corporation, including non-audit services provided to the Corporation, consistent with Section 5751 of the Canadian Institute of Chartered Accountants Handbook;

   (b) considering and discussing with the external auditor any disclosed relationships or services, including non-audit services, that may impact the objectivity and independence of the external auditor; and

   (c) enquiring into and determining the appropriate resolution of any conflict of interest in respect of the external auditor;

7. Review and approve the Corporation's hiring policies regarding the hiring of partners, employees, and former partners and employees of the Corporation's existing and former external auditor;

C. Audit and Other Review Processes

1. Consider, in consultation with the external auditor, the audit scope and plan of the external auditor;

2. Consider and review with the external auditor the matters required to be discussed by Section 5751 of the Canadian Institute of Chartered Accountants Handbook, as the same may be modified or supplemented from time to time;

3. Review and discuss with management and the external auditor, as appropriate, at the completion of the annual audit:

   (a) the Corporation's annual audited financial statements and related footnotes, including the accompanying management's discussion and analysis prior to their release;

   (b) the external auditor’s audit of the financial statements and its report thereon;

   (c) any significant changes required to be made in the external auditor’s audit plan;

   (d) any serious difficulties or disputes between management and the external auditor during the course of the external auditor's audit;

(e) any related findings and recommendations of the external auditor together with management's responses including the status of previous recommendations; and

(f) any other matters related to the conduct of the external audit which are to be communicated to the Audit Committee by the external auditor under Canadian generally accepted auditing standards;

4. Review and discuss with management and the external auditor, as appropriate, at the completion of each interim period, the Corporation's interim financial statements including the accompanying management's discussion and analysis prior to their release;

5. Review and discuss with management and the external auditor, as appropriate, any annual and interim earnings guidance and other press releases containing information derived from the Corporation's financial statements prior to their release;

6. Ensure that the Corporation has satisfactory procedures in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and the Audit Committee shall periodically assess the adequacy of such procedures;

7. Review and discuss with management and the external auditor and others, as appropriate, the Corporation's internal system of audit controls established by management and the Board and the effectiveness of such controls, and inquire of management and the external auditor about significant financial risks or exposures and the steps management has taken to the minimize such risks;

8. Review and discuss with management and the external auditor, as appropriate, the Corporation's financial reporting practices, including changes in, or adoptions of, accounting standards and principles and disclosure practices;

9. Review with management and the external auditor their qualitative judgments about appropriateness, not just the acceptability, of accounting principles and accounting disclosure practices used or proposed to be used, and particularly, the degree of aggressiveness or conservatism of the Corporation's accounting principles and underlying estimates;

10. Meet with the external auditor and management in separate sessions, as necessary or appropriate, to discuss any matters that the Audit Committee, the external auditor or management believe should be discussed privately with the Audit Committee, provided however that the Audit Committee may request any officer, director or employee of the Corporation, its outside legal counsel or other advisors to attend a meeting of the Audit Committee or to meet with any members of, or advisors to, the Audit Committee and to assist in any such discussions;

D. Public Disclosure Documents

1. Review all public disclosure documents, including but not limited to press releases, containing audited or unaudited financial information, any prospectuses, annual reports, annual information forms, and management's discussion and analysis prior to their public release or filing with securities regulators;

E. Risk Assessment

1. Assess significant risk areas and the Corporation's policies to manage risk including, without limitation, environmental risk, insurance coverage and other areas as determined by the Board from time to time; and

F. Procedures for Complaints

1. Establish procedures for the receipt, retention and treatment of any complaint received by the Corporation regarding accounting, internal accounting controls or auditing matters including procedures for the confidential, anonymous submissions by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

SCHEDULE "B"

STOCK OPTION PLAN

(attached)

STOCK OPTION INCENTIVE PLAN

1. PURPOSE

The purpose of this Stock Option Incentive Plan is to provide an incentive to Eligible Persons to acquire a proprietary interest in the Company, to continue their participation in the affairs of the Company and to increase their efforts on behalf of the Company.

2. DEFINITIONS

In this Plan, the following words have the following meanings:

(a) "Board" means the Board of Directors of the Company;

(b) "Shares" means the Shares of the Company;

(c) "Company" means **Hemostemix Inc.**;

(d) "Consultant" has the meaning set out in the policies of the TSX Venture Exchange;

(e) "Effective Date" means the day following the date upon which the Plan has been approved by the last to approve of the shareholders of the Company, the Board, the Exchange and any other regulatory authority having jurisdiction over the Company's securities;

(f) "Eligible Person" means any director, officer or technical consultant (where permitted by securities laws) and their permitted assigns (as those terms are defined by the policies of the TSX Venture Exchange and National Instrument 45-106 as amended from time to time) of the Company or any affiliate of the Company;

(g) "Exchange" means the TSX Venture Exchange and any other stock exchange or stock quotation system on which the Shares trade;

(h) "Fair Market Value" means, as of any date, the value of the Shares, determined as follows:

(i) if the Shares are listed on the TSX Venture Exchange, the Fair Market Value shall be the last closing sales price for such shares as quoted on such Exchange for the market trading day immediately prior to the date of grant of the Option, less any discount permitted by the TSX Venture Exchange;

(ii) if the Shares are listed on an Exchange other than the TSX Venture Exchange, the fair market value shall be the closing sales price of such shares (or the closing bid, if no sales were reported) as quoted on such Exchange for the market trading day immediately prior to the time of determination less any discount permitted by such Exchange; and

(iii) if the Shares are not listed on an Exchange, the Fair Market Value shall be determined in good faith by the Board;

(i) "Investor Relations Activities" has the meaning set out in the policies of the TSX Venture Exchange;

(j) "Option" means the option granted to an Optionee under this Plan and the Option Agreement;

(k) "Option Agreement" means such option agreement or agreements as is approved from time to time by the Board and as is not inconsistent with the terms of this Plan;

(l) "Option Date" means the date of grant of an Option to an Optionee;

(m) "Option Price" is the price at which the Optionee is entitled pursuant to the Plan and the Option Agreement to acquire Option Shares;

(n) "Option Shares" means, subject to the provisions of Article 8 of this Plan, the Shares which the Optionee is entitled to acquire pursuant to this Plan and the applicable Option Agreement;

(o) "Optionee" means a person to whom an Option has been granted;

(p) "Plan" means this Stock Option Incentive Plan; and

(q) "Vested" means that an Option has become exercisable in respect of a number of Option Shares by the Optionee pursuant to the terms of the Option Agreement.

3. ADMINISTRATION

The Plan shall be administered by the Board, and subject to the rules of the Exchange from time to time and except as provided for herein, the Board shall have full authority to:

(a) determine and designate from time to time those Eligible Persons to whom Options are to be granted and the number of Option Shares to be optioned to each such Eligible Person;

(b) determine the time or times when, and the manner in which, each Option shall be exercisable and the duration of the exercise period;

(c) determine from time to time the Option Price, provided such determination is not inconsistent with this Plan; and

(d) interpret the Plan and to make such rules and regulations and establish such procedures as it deems appropriate for the administration of the Plan, taking into consideration the recommendations of management.

4. OPTIONEES

Optionees must be Eligible Persons who, by the nature of their jobs or their participation in the affairs of the Company, in the opinion of the Board, are in a position to contribute to the success of the Company.

5. EFFECTIVENESS AND TERMINATION OF PLAN

The Plan shall be effective as of the Effective Date and shall terminate on the earlier of:

(a) the date which is ten years from the Effective Date; and

(b) such earlier date as the Board may determine.

Any Option outstanding under the Plan at the time of termination of the Plan shall remain in effect in accordance with the terms and conditions of the Plan and the Option Agreement.

6. THE OPTION SHARES

The aggregate number of Option Shares reserved for issuance under the Plan and Shares reserved for issuance under any other share compensation arrangement granted or made available by the Company from time to time may not exceed in aggregate 10% of the Company's Shares issued and outstanding upon completion of the Company's initial public offering.

7. GRANTS, TERMS AND CONDITIONS OF OPTIONS

Options may be granted by the Board at any time and from time to time prior to the termination of the Plan. Options granted pursuant to the Plan shall be contained in an Option Agreement and, except as hereinafter provided, shall be subject to the following terms and conditions:

(a) Option Price

The Option Price shall be determined by the Board, provided that such price shall not be lower than the Fair Market Value of the Option Shares on the date of grant of the Option.

(b) Duration and Exercise of Options

Except as otherwise provided elsewhere in this Plan, the Options shall be exercisable for a period, or in percentage installments over a period, to be determined in each instance by the Board, not exceeding ten years from the Option Date, provided that so long as the Company is classified as a "Tier 2" issuer by the TSX Venture Exchange, the Options shall be exercisable for a period not exceeding five years from the Option Date. The Options must be exercised in accordance with this Plan and the Option Agreement.

Except as contemplated in (c) below, no Option may be exercised by an Optionee who was an Eligible Person at the time of grant of such Option unless the Optionee shall have been an Eligible Person continuously since the Option Date. Absence on leave, with the approval of the Company, shall not be considered an interruption of employment for the purpose of the Plan.

(c) Termination

All rights to exercise Options shall terminate upon the earliest of:

(i) the expiration date of the Option;

(ii) the 90th day after the Optionee ceases to be an Eligible Person for any reason other than death, disability or cause (provided that if the Company is a Capital Pool Company, as defined in the policies of the TSX Venture Exchange and the Optionee does not carry on as a director, officer, senior employee or consultant of the Company upon completion of the Company's Qualifying Transaction (as defined in the policies of the TSX Venture Exchange), the Options shall be exercisable until the greater of 12 months after the completion of such Qualifying Transaction and the 90th day after the Optionee ceases to be an Eligible Person for any reason other than death, disability or cause);

(iii) the 30th day after the Optionee who is engaged in Investor Relations Activities for the Company ceases to be employed to provide Investor Relations Activities;

(iv) the date on which the Optionee ceases to be an Eligible Person by reason or termination of the Optionee as an employee or consultant of the Company for cause (which, in the case of a consultant, includes any breach of an agreement between the Company and the consultant);

(v) the first anniversary of the date on which the Optionee ceases to be an Eligible Person by reason of termination of the Optionee as an employee or consultant on account of disability; or

(vi) the first anniversary of the date of death of the Optionee.

(d) Re-issuance of Options

Options which are cancelled or expire prior to exercise may be re-issued under the Plan.

(e) Transferability of Option

Options are non-transferable and non-assignable.

(f) Vesting of Option Shares

The Directors may determine and impose terms upon which each Option shall become Vested in respect of Option Shares.

(g) Other Terms and Conditions

The Option Agreement may contain such other provisions as the Board deems appropriate, provided such provisions are not inconsistent with the Plan and the requirements of the TSX Venture Exchange.

In addition, for as long as the Shares of the Company are listed on the TSX Venture Exchange, the Company shall comply with the following requirements:

(i) Options to acquire more than 5% of the issued and outstanding Shares of the Company may not be granted to any one individual in any 12 month period;

(ii) Options to acquire more than 2% of the issued and outstanding Shares of the Company may not be granted to any one consultant in any 12 month period;

(iii) Options to acquire more than an aggregate of 2% of the issued and outstanding Shares of the Company may not be granted to persons employed to provide Investor Relations Activities in any 12 month period;

(iv) Options issued to Consultants performing Investor Relations Activities must vest in stages over 12 months with no more than one-quarter of the Options vesting in any three month period;

(v) the approval of the disinterested shareholders of the Company shall be obtained for any amendment to or reduction in the exercise price of the Option if the Optionee is an insider of the Company at the time of the amendment. For the purposes of this subsection, the term "insider" has the meaning assigned in the securities legislation applicable to the Company;

(vi) for Options granted to the employees, consultants or management company employees of the Company, the Company will represent that the Optionee is a *bona fide* employee, consultant or management company employee of the Company, as the case may be; and

(vii) any Option Shares acquired pursuant the exercise of options prior to the completion of the Company's Qualifying Transaction, as defined in the policies of the Exchange, must be deposited in escrow in accordance with the policies of the Exchange.

8. ADJUSTMENT OF AND CHANGES IN THE OPTION SHARES

(a) If the Shares are at any time to be listed or quoted on any stock exchange or stock quotation system other than the TSX Venture Exchange, to the extent that there are any Options which are outstanding and unexercised at the time of such application for listing, the Option Price, the aggregate number of Option Shares, the exercise period, and any other relevant terms of such

Options, and the Option Agreements in relation thereto, shall be amended in accordance with the requirements of any applicable securities regulation or law or any applicable governmental or regulatory body (including the Exchange). Subject to the requirements of the Exchange, any such amendment shall be effective upon receipt of Board approval of it, and the approval of any of the shareholders of the Company or any of the Optionees is not required to give effect to such amendment.

(b) If the Shares, as presently constituted, are changed into or exchanged for a different number or kind of shares or other securities of the Company or of another Company (whether by reason of merger, consolidation, amalgamation, recapitalization, reclassification, split, reverse split, combination of shares, or otherwise) or if the number of such Shares are increased through the payment of a stock dividend, then there shall be substituted for or added to each Option Share subject to or which may become subject to an Option under this Plan, the number and kind of shares or other securities into which each outstanding Option Share is so changed, or for which each such Option Share is exchanged, or to which each such Option Share is entitled, as the case may be. Outstanding Options under the Option Agreements shall also be appropriately amended as to price and other terms as may be necessary to reflect the foregoing events. In the event that there is any other change in the number or kind of the outstanding Shares or of any shares or other securities into which such Option Shares are changed, or for which they have been exchanged, then, if the Board shall, in its sole discretion, determine that such change equitably requires an adjustment in any Option theretofore granted or which may be granted under the Plan, such adjustment shall be made in accordance with such determination.

(c) Fractional shares resulting from any adjustment in Options pursuant to this Section 8 will be cancelled. Notice of any adjustment shall be given by the Company to each holder of an Option which has been so adjusted and such adjustment (whether or not such notice is given) shall be effective and binding for all purposes of the Plan.

9. PAYMENT

Subject as hereinafter provided, the full purchase price for each of the Option Shares shall be paid by certified cheque in favour of the Company upon exercise thereof. An Optionee shall have none of the rights of a shareholder in respect of the Option Shares until the shares are issued to such Optionee.

10. SECURITIES LAW REQUIREMENTS

No Option shall be exercisable in whole or in part, nor shall the Company be obligated to issue any Option Shares pursuant to the exercise of any such Option, if such exercise and issuance would, in the opinion of counsel for the Company, constitute a breach of any applicable laws from time to time, or the rules from time to time of the Exchange. Each Option shall be subject to the further requirement that if at any time the Board determines that the listing or qualification of the Option Shares under any securities legislation or other applicable law, or the consent or approval of any governmental or other regulatory body (including the Exchange), is necessary as a condition of, or in connection with, the issue of the Option Shares hereunder, such Option may not be exercised in whole or in part unless such listing, qualification, consent or approval has been effected or obtained free of any conditions not acceptable to the Board.

11. AMENDMENT OF THE PLAN

(a) The Board may amend, suspend or terminate the Plan or any portion thereof at any time, but an amendment may not be made without shareholder approval if such approval is necessary to comply with any applicable regulatory requirement.

(b) The Board shall have the power, in the event of:

(i) any disposition of substantially all of the assets of the Company, dissolution or any merger, amalgamation or consolidation of the Company, with or into any other Company,

or the merger, amalgamation or consolidation of any other Company with or into the Company; or

(ii) any acquisition pursuant to a public tender offer of a majority of the then issued and outstanding Shares;

but subject to compliance with the rules of the Exchange, to amend any outstanding Options to permit the exercise of all such Options prior to the effectiveness of any such transaction, and to terminate such Options as of such effectiveness in the case of transactions referred to in subsection (i) above, and as of the effectiveness of such tender offer or such later date as the Board may determine in the case of any transaction described in subsection (ii) above. If the Board exercises such power, all Options then outstanding and subject to such requirements shall be deemed to have been amended to permit the exercise thereof in whole or in part by the Optionee at any time or from time to time as determined by the Board prior to the effectiveness of such transaction, and such Options shall also be deemed to have terminated as provided above.

12. Power to Terminate or Amend Plan

Subject to the approval of any stock exchange on which the Company's securities are listed, the Board may terminate, suspend or amend the terms of the Plan; provided, that the Board may not do any of the following without obtaining, within 12 months either before or after the Board's adoption of a resolution authorizing such action, shareholder approval, and, where required, disinterested shareholder approval, or by the written consent of the holders of a majority of the securities of the Company entitled to vote:

(a) increase the aggregate number of Shares which may be issued under the Plan;

(b) materially modify the requirements as to the eligibility for participation in the Plan which would have the potential of broadening or increasing Insider participation;

(c) add any form of financial assistance or any amendment to a financial assistance provision which is more favourable to participants under the Plan;

(d) add a cashless exercise feature, payable in cash or securities, which does not provide for a full deduction of the number of underlying securities from the Plan reserve; and

(e) materially increase the benefits accruing to participants under the Plan.

However, the Board may amend the terms of the Plan to comply with the requirements of any applicable regulatory authority without obtaining shareholder approval, including:

(a) amendments of a housekeeping nature to the Plan;

(b) a change to the vesting provisions of a security or the Plan; and

(c) a change to the termination provisions of a security or the Plan which does not entail an extension beyond the original expiry date.

13. SHAREHOLDER APPROVAL

This Plan is subject to the approval of the shareholders of the Company if required pursuant to the policies of the Exchange. Any Options granted prior to such approval, if required, are conditional upon such approval being given, and no such Options may be exercised unless and until such approval, as required, is given.

HEMOSTEMIX INC.

OPTION PLAN

OPTION AGREEMENT

This Option Agreement is entered into between **HEMOSTEMIX INC.** (the "Corporation") and the Optionholder named below pursuant to the Corporation's Option Plan (the "Plan"), a copy of which is attached hereto, and confirms that:

1. On _____ (the "Grant Date");

2. _____ (the "Optionholder");

3. Was granted a non-assignable option to purchase _____ Shares (the "Optioned Shares") of the Corporation;

4. At a price (the "Exercise Price") of $_____ per Optioned Share; and

5. For a term expiring at 5:00 p.m., Calgary time, on _____ (the "Expiry Date").

All on the terms and subject to the conditions set out in the Plan. By signing this agreement, the Optionholder acknowledges that he or she has read and understands the Plan.

UNLESS PERMITTED UNDER SECURITIES LEGISLATION, THE HOLDER OF THIS SECURITY MUST NOT TRADE THE SECURITY BEFORE _____.

Without prior written approval of the TSX Venture Exchange and in compliance with all applicable securities legislation, the Option Shares represented by this Option Agreement may not be sold, transferred, hypothecated or otherwise traded on or through the facilities of the TSX Venture Exchange or otherwise in Canada or to or for the benefit of a Canadian resident until _____.

IN WITNESS WHEREOF the Corporation and the Optionholder have executed this Option Agreement as of_____, 20__.

HEMOSTEMIX INC.

By:

_____

By: _____

_____
Name of Optionholder

_____
Signature of Optionholder

HEMOSTEMIX INC.

OPTION PLAN

NOTICE OF EXERCISE

Hemostemix Inc.
c/o 730, 1015 – 4th Street SW
Calgary, Alberta T2R 1J4

Attention: Corporate Secretary

Reference is made to the Option Agreement made as of _____, 20___, between **Hemostemix Inc.** (the "Corporation") and the Optionholder named below. The Optionholder hereby exercises the Option to purchase Shares (the "Optioned Shares") of the Corporation as follows:

Number of Optioned Shares for which Option being exercised	_____
Exercise Price per Optioned Share:	$_____
Total Exercise Price (in the form of a cheque (which need not be a certified cheque) or bank draft tendered with this Notice of Exercise):	$_____
Name of Optionholder as it is to appear on share certificate:	_____
Address of Optionholder as it is to appear on the register of Shares of the Corporation and to which a certificate representing the Shares being purchased is to be delivered:	_____

Dated_____, 20___.

_____
Name of Optionholder

_____
Signature of Optionholder