

TRANSITION THERAPEUTICS INC.
SPECIAL MEETING OF SHAREHOLDERS
HELD ON AUGUST 25, 2016

PREPARED BY



COMPUTERSHARE INVESTOR SERVICES INC.
TORONTO

TRANSITION THERAPEUTICS INC.
SPECIAL MEETING OF SHAREHOLDERS
HELD ON AUGUST 25, 2016

FINAL SCRUTINEERS' REPORT

2	SHAREHOLDERS IN PERSON, REPRESENTING	13,845	SHARES
58	SHAREHOLDERS BY PROXY, REPRESENTING	24,573,056	SHARES
60	TOTAL SHAREHOLDERS, HOLDING	24,586,901	SHARES

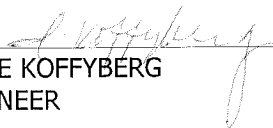
TOTAL ISSUED AND OUTSTANDING AS AT RECORD
DATE:

38,798,971

PERCENTAGE OF OUTSTANDING SHARES
REPRESENTED AT THE MEETING:

63.37 %


 ERIC CARAMANCION
 SCRUTINEER


 JOSETTE KOFFYBERG
 SCRUTINEER

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered shareholders (and voting instruction forms returned directly to us by non-objecting beneficial holders, if applicable) combined with unaudited reports of beneficial holder voting supplied by one or more third parties. As such we are only responsible for and warrant the accuracy of our own tabulation. Computershare is not responsible for and does not warrant the accuracy of the unaudited reports of beneficial holders supplied by third parties.

If Computershare has mailed voting instruction forms directly to non-objecting beneficial holders on behalf of issuers, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. As Computershare has no direct access to intermediary records, Computershare is unable to reconcile the details of non-objecting beneficial ownership as provided to us with the details of intermediary positions within the records of the Canadian Depository for Securities. In some cases, insufficient shares may be held within intermediary positions at the Depository as at record date to support the shares represented by voting instruction forms received directly from non-objecting beneficial holders or returned to us by third parties. In these cases, overvoting rules are applied as directed by the Chair.

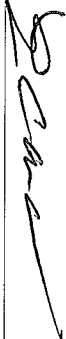
In addition, acting on the instructions of the Chair of the meeting, we may have included in our report on attendance, the details of beneficial holders attending in person, whose ownership we cannot directly confirm or verify but which may be supported by documentation such as a voting instruction form supplied by a third party. In such cases, Computershare makes no warranty or representation as to the accuracy of the numbers included as a result of the instructions from the Chair, delivery of which to Computershare is hereby acknowledged by the recipient of this report, and assumes no liability or responsibility whatsoever for their inclusion in our report as Scrutineer.

TRANSITION THERAPEUTICS INC.
SPECIAL MEETING OF SHAREHOLDERS
HELD ON AUGUST 25, 2016

REPORT ON PROXIES

MOTIONS	NUMBER OF SHARES					PERCENTAGE OF VOTES CAST		
	FOR	AGAINST	WITHHELD/ ABSTAIN	SPOILED	NON VOTE	FOR	AGAINST	WITHHELD/ ABSTAIN
Arrangement Resolution	22,819,939	1,749,617	0	3,500	0	92.88%	7.12%	0.00%

TOTAL SHAREHOLDERS VOTED BY PROXY: 58
TOTAL SHARES ISSUED & OUTSTANDING: 38,798,971
TOTAL SHARES VOTED: 24,573,056
TOTAL % OF SHARES VOTED: 63.33%


ERIC CARAMANCION
SCRUTINEER


JOSETTE KOFFYBERG
SCRUTINEER

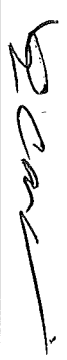
**TRANSITION THERAPEUTICS INC.
SPECIAL MEETING OF SHAREHOLDERS
HELD ON AUGUST 25, 2016**

REPORT ON PROXIES

MOTIONS	NUMBER OF SHARES					PERCENTAGE OF VOTES CAST		
	FOR	AGAINST	WITHHELD/ ABSTAIN	RESTRICTED	NON VOTE	FOR	AGAINST	WITHHELD/ ABSTAIN
Arrangement Resolution	21,979,792 *	1,749,617	0	840,147	0	92.63%	7.37%	0.00%

* Excluding 840,147 shares held by Insiders

TOTAL SHAREHOLDERS VOTED BY PROXY: 58
TOTAL SHARES ISSUED & OUTSTANDING: 38,798,971
TOTAL SHARES VOTED: 24,573,056
TOTAL % OF SHARES VOTED: 63.33%


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TRANSITION THERAPEUTICS INC.
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REPORT ON BALLOT

MOTION #1

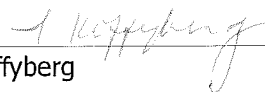
Arrangement Resolution

We, the undersigned scrutineers, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

NUMBER OF VOTES		
FOR the motion	<u>22,833,784</u>	<u>92.88%</u>
AGAINST the motion	<u>1,749,617</u>	<u>7.12%</u>
Total	<u>24,583,401</u>	



Eric Caramancion
Scrutineer



Josette Koffyberg
Scrutineer

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In addition, acting on the instructions of the Chair of the meeting, we may have included in our report on attendance, the details of beneficial holders attending in person, whose ownership we cannot directly confirm or verify but which may be supported by documentation such as a voting instruction form supplied by a third party. In such cases, Computershare makes no warranty or representation as to the accuracy of the numbers included as a result of the instructions from the Chair, delivery of which to Computershare is hereby acknowledged by the recipient of this report, and assumes no liability or responsibility whatsoever for their inclusion in our report as Scrutineer.

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REPORT ON BALLOT

MOTION #1

Arrangement Resolution

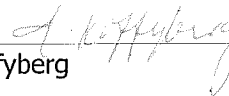
We, the undersigned scrutineers, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

NUMBER OF VOTES		
FOR the motion	21,993,637 *	92.63%
AGAINST the motion	1,749,617	7.37%
Total	23,743,254	

*** Excluding 840,147 shares held by Insiders**



Eric Caramancion
Scrutineer



Josette Koffyberg
Scrutineer

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