

**NON-ISSUER FORM OF SUBMISSION TO
JURISDICTION AND APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the "Issuer"):
iCo Therapeutics Inc.
2. Jurisdiction of incorporation, or equivalent, of Issuer:
British Columbia, Canada
3. Address of principal place of business of Issuer:
760-777 Hornby Street, Vancouver, BC V6Z 1S4
4. Description of securities (the "Securities"):
Common shares, warrants, units and subscription receipts
5. Date of the prospectus (the "Prospectus") under which the Securities are offered:
July 3, 2012
6. Name of person filing this form (the "Filing Person"):
William Jarosz
7. Filing Person's relationship to Issuer:
Director
8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:
Sleep Hollow, New York, United States
9. Address of principal place of business of Filing Person:
56 Willard Avenue, Sleep Hollow, New York, United States 10591
10. Name of agent for service of process (the "Agent"):
McCarthy Tétrault LLP
11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):
Suite 1300, 777 Dunsmuir Street, P.O. Box 10424, Pacific Centre, Vancouver BC V7Y 1K2
12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
 - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province [or territory],in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.

Unofficial consolidation for financial years beginning *on or after* January 1, 2011

16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of [insert province or territory of above address of Agent].

Date: JULY 3, 2012



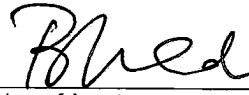
Signature of Filing Person

William Jarosz

Print name of person signing and, if the Filing Person is not an individual, the title of the person

Date: JULY 3, 2012

AGENT



Signature of Agent

ROBIN MAHOOD, PARTNER

Print name of person signing and, if Agent is not an individual, the title of the person

[Amended January 1, 2011]