

**iCo THERAPEUTICS INC.**  
**(the “Company”)**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of the shareholders of iCo Therapeutics Inc. (the “Company”) will be held at the offices of **Blake, Cassels & Graydon LLP**, 595 Burrard Street, Suite 2600, Vancouver, British Columbia at 1:00 p.m. (Vancouver time) on June 24, 2016 for the following purposes:

1. to receive the consolidated financial statements of the Company for the 12 month period ended December 31, 2015 and the report of the auditors thereon;
2. to set the number of directors at four;
3. to elect the directors of the Company for the ensuing year;
4. to appoint PricewaterhouseCoopers LLP as auditors of the Company until the next annual meeting of the Company and to authorize the directors of the Company to fix their remuneration; and
5. to transact such other business as may properly be brought before the Meeting.

Further information regarding the above items is set out in the Management Information Circular (the “Circular”) accompanying this Notice of Annual General Meeting of Shareholders. Only shareholders of record at the close of business on May 20, 2016 are entitled to notice of and to attend and vote at the Meeting or any adjournment or postponement thereof.

Shareholders who are unable to attend the Meeting in person may vote their shares by completing, signing and returning the accompanying form of proxy to the transfer agent of the Company, Computershare Investor Services Inc., no less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or by completing, signing and delivering the accompanying form of proxy to the Chairman of the Meeting prior to its commencement.

Information with respect to voting by non-registered beneficial shareholders is included in the Circular. Non-registered beneficial shareholders should seek instructions on how to vote their shares from their broker, investment dealer, bank, trust company or other intermediary.

DATED at Vancouver, British Columbia this 30th day of May, 2016.

By Order of the Board of Directors

(signed) “*Andrew Rae*”  
Andrew Rae

Chief Executive Officer and Director