

# ALLIANCEPHARMA INC.

## NOTICE OF AN ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that An Annual and Special Meeting of Shareholders of ALLIANCEPHARMA INC. (the "**Corporation**") will be held **at the InterContinental Montreal Hotel located at 360 Saint-Antoine West Street, Montreal, Quebec H2Y 3X4 on Wednesday, January 25, 2017, at 10:30 a.m. (Montreal time), and at any adjournment or postponement thereof**, for the following purposes:

1. to receive the financial statements of the Corporation for the year ended July 31, 2016 and the report of the auditors thereon;
2. to elect the directors;
3. to appoint the auditors and authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, adopt a special resolution (the full text of which is reproduced as Schedule "B" to the accompanying Management Information Circular) authorizing the Corporation to apply for a certificate of amendment under the *Business Corporations Act* (Quebec) (the "**Act**") to amend its articles of incorporation to change its name from AlliancePharma Inc. to KDA Group Inc.;
5. to consider and, if deemed advisable, adopt a special resolution (the full text of which is reproduced as Schedule "C" to the accompanying Management Information Circular) authorizing the Corporation to apply for a certificate of amendment under the Act to amend its articles of incorporation in order to allow the Board of Directors of the Corporation to appoint one or more directors to hold office for a term expiring no later than the close of the annual shareholders meeting following their appointment in accordance with the provisions of the Act, and
6. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

Only those holders of Common Shares of the Corporation who are registered holders as at the close of business on November 25, 2016 may exercise, in person or by proxy, their voting rights in accordance with the rights attached to their shares.

The accompanying Management Information Circular provides detailed information on matters to be dealt with at the meeting and is hereby deemed to be an integral part of this notice.

Thetford Mines, Quebec, December 21, 2016.

### BY ORDER OF THE BOARD OF DIRECTORS

(s) *Marc Lemieux*

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Marc Lemieux, President and Chief Executive Officer

**Shareholders eligible to vote but unable to attend in person are requested to complete, sign and forthwith return the enclosed form of proxy in the envelope provided for that purpose. A form of proxy will not be valid for the meeting or any adjournment thereof unless it is deposited with Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, transfer agent of the Corporation, not later than 5:00 p.m. two business days preceding the meeting or any adjournment thereof. Also, the proxy can be received by the Chairman or Secretary of the meeting at the time and place of the meeting or any adjournment thereof, prior to the commencement thereof. Any question regarding proxies may be addressed to Computershare Investor Services Inc. at 1-800-564-6253, Shareholders Services.**