OVID CAPITAL VENTURES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS AND MANAGEMENT INFORMATION CIRCULAR

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 30, 2015

DATED AS OF FEBRUARY 25, 2015

These materials are important and require your immediate attention. If you are in doubt as to how to make such decisions, please contact your professional advisors. If you have any questions or require more information with regard to the procedures for voting or completing your transmitted documentation, please contact the corporation's Corporate Secretary at (514) 987-5025 or kosta.kostic@mcmillan.ca

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "Meeting") of shareholders of Ovid Capital Ventures Inc. (the "Corporation") will be held at 1000 Sherbrooke Street West, Suite 2700, Montreal, Québec, on March 30, 2015 at 10:00 a.m., local time, for the following purposes:

1. to receive and consider the consolidated financial statements for the year ended June 30, 2014, report of the auditor and related management discussion and analysis;

2. to elect the directors of the Corporation for the ensuing year who will hold office until, and those who will hold office upon, completion of the Corporation's proposed qualifying transaction involving the acquisition of all, or substantially all, of the assets of BIOflex Medical Magnetics, Inc., in accordance with the policies of the TSX Venture Exchange (the "Qualifying Transaction");

3. to appoint an auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor's remuneration;

4. to consider, and if deemed advisable, approve a special resolution to amend the Articles of the Corporation to change the registered office of the Corporation from the Province of Quebec to the Province of Ontario;

5. to consider and, if deemed advisable, approve a special resolution to change the name of the Corporation from "Ovid Capital Ventures Inc." to "BIOflex Technologies Inc.", or such other name that the board of directors of the Corporation, in their sole discretion, may determine;

6. to approve a resolution to change the Corporation's listing to the NEX board of the TSX Venture Exchange, in the event that the Qualifying Transaction is not completed within the allotted time, as more particularly described under the heading "Transfer to NEX" in the accompanying management information circular of the Corporation (the "Management Proxy Circular"); and

7. to approve a resolution to cancel one-half of the seed shares purchased by non-arm's length parties to the Corporation, in the event the Corporation fails to complete its Qualifying Transaction within the allotted time, as more particularly described under the heading "Cancellation of Seed Shares" in the accompanying Management Proxy Circular;

8. to transact such other business as may properly come before the Meeting or any adjournment thereof.

A Management Proxy Circular accompanies this Notice. The Management Proxy Circular contains details of matters to be considered at the Meeting.

The record date for entitlement to notice of the Meeting is February 25, 2015 (the "Record Date"). Each registered shareholder of the Company as at the Record Date shall be entitled to vote at the Meeting or any adjournment thereof in person or by proxy.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular. An unregistered shareholder who plans to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that such shareholder's shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Montreal, Québec, this 25th day of February, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Edward Ierfino

President and Chief Executive Officer

MANAGEMENT PROXY CIRCULAR

as of February 25, 2015 (*except as otherwise indicated*)

MANAGEMENT SOLICITATION OF PROXIES

This Management Proxy Circular is furnished in connection with the solicitation of proxies by management of Ovid Capital Ventures Inc. (the "Corporation") for use at the annual and special meeting (the "Meeting") of its shareholders to be held on March 30, 2015 at the time and place for purposes set forth in the accompanying notice of the Meeting.

In this Management Proxy Circular, references to "the Corporation", "we" and "our" refer to Ovid Capital Ventures Inc. "Common Shares" means common shares without par value in the capital of the Corporation. "Beneficial Shareholders" means shareholders who do not hold Common Shares in their own name and "intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "Proxy") are officers and/or directors of the Corporation. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

(a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;

(b) any amendment to or variation of any matter identified therein; and

(c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a proxy may do so using one of the following methods:

(a) complete, date and sign the enclosed form of proxy and return it to the Corporation's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to 1500 University Street, 7th Floor, Montreal, Quebec, H3A 3S8; or

(b) log on to Computershare's website at www.investorvote.com. Registered shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number; and

in all cases the proxy must be received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial owners - those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners).

The Corporation is taking advantage of provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*, which allow it to deliver proxy-related materials directly to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form ("VIF") from Computershare, our transfer agent. VIFs are to be completed and returned to Computershare following the instructions using one of the methods detailed on the VIF. Computershare tabulates results of VIFs received from NOBOs and provides appropriate instructions at the Meeting concerning Common Shares represented by VIFs they received prior to the Meeting.

Securityholder materials are sent to both registered and non-registered owners of the Corporation's securities. If you are a non-registered owner, and the Corporation or its agent sent these materials directly to you, your name, address and information about your holdings of securities were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your VIF as specified in your request for voting instructions.

If you are an OBO please follow the instructions of your intermediary carefully to ensure your Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("Broadridge") in Canada and the United States. Broadridge mails a VIF in lieu of a proxy provided by the Corporation. The VIF will name the same persons as the Corporation's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), different from the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, insert the name of your desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge following

Broadridge's instructions using one of the methods detailed on the VIF. Broadridge then tabulates results of all instructions received and provides appropriate instructions concerning voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, it must be completed and returned to Broadridge, in accordance with Broadridge's instructions, well in advance of the Meeting in order to: (a) have your Common Shares voted as per your instructions, or (b) to have an alternate representative you have chosen, if any, duly appointed to attend and vote your Common Shares on your behalf at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies involve securities of an issuer located in Canada and are being effected in accordance with the corporate laws of Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the *Canada Business Corporations Act* (the "CBCA"), certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it as follows:

(a) sign a proxy bearing a later date or sign a valid notice of revocation, either of the foregoing to be signed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and deliver the proxy bearing a later date to Computershare, or to the address of the registered office of the Corporation at 1000 Sherbrooke Street West, Suite 2700, Montreal, Québec H3A 3G4, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or

(b) the registered shareholder may attend the Meeting in person and vote their Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director or executive officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and as may be set out herein.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The board of directors of the Corporation (the "Board") has fixed February 25, 2015 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Common Shares of the Corporation are listed for trading on the TSX Venture Exchange (the "TSXV"). As of the Record Date, there were 10,898,000 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Corporation, no person or corporation beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all issued and outstanding Common Shares of the Corporation as of the Record Date other than Mr. Edward Ierfino, the President and Chief Executive Officer of the Corporation, who exercises control or direction over an aggregate of 2,115,000 Common Shares representing 19.40% of the issued and outstanding Common Shares.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the year ended June 30, 2014, report of the auditor, and related management discussion and analysis will be placed before the Meeting.

VOTES NECESSARY TO PASS RESOLUTIONS

Except for the Name Change Resolution (defined below), a simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. 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.

ELECTION OF DIRECTORS

The Articles of the Corporation provide that the number of directors of the Corporation will be a minimum of one and maximum of ten. The term of office of each of the three current directors expires upon the election of directors at the Meeting.

At the Meeting, Shareholders will be asked to elect:

(i) the directors of the Corporation (the "Interim Directors") who will hold office until the earlier of:

   (a) completion of the Corporation's proposed qualifying transaction involving the acquisition of all, or substantially all, of the assets of BIOflex Medical Magnetics, Inc. (the "Qualifying Transaction"), in accordance with the policies of the TSXV; and

   (b) the election of directors at the next annual meeting of the Corporation, or if no director is then elected, until a successor is elected; and

(ii) the directors of the Corporation who will hold office upon completion of the Qualifying Transaction (the "Resulting Issuer Directors") until the election of directors at the next annual meeting of the Corporation, or if no director is then elected, until a successor is elected,

unless a director's office is vacated earlier in accordance with the provisions of the CBCA.

Interim Directors

Except where authority to vote in favour of the election of the three (3) nominees set forth below as Interim Directors is withheld, the persons named in the accompanying form of proxy will vote FOR the election of the three (3) nominees as Interim Directors.

The Board recommends that Shareholders vote FOR the election of the nominee Interim Directors.

The following table sets out the names of management's three (3) nominees for election as Interim Directors, all major offices and positions with the Corporation (and any of its significant affiliates) each now holds, the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at February 25, 2015.

Name of Nominee, Current Position with the Corporation, and Place of Residence	Period as a Director of the Corporation	Common Shares Beneficially Owned or Controlled
Edward Ierfino(2) President, CEO and Director Montreal, Quebec, Canada	2012 to Present	2,115,000(1)
André Godin(2) Director Montreal, Quebec, Canada	2012 to Present	100,000
Kosta Kostic(2) Corporate Secretary and Director Montreal, Quebec, Canada	2012 to Present	100,000

Notes:

(1) Includes 2,000,000 Common Shares owned by E G I Holdings Corporation, a corporation with respect to which Mr. Ierfino is the sole shareholder.

(2) Member of the Audit Committee.

None of the proposed nominees for election as an Interim Director of the Corporation are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Corporation acting solely in such capacity.

Resulting Issuer Directors

Except where authority to vote in favour of the election of the three (3) nominees set forth below as Resulting Issuer Directors is withheld, the persons named in the accompanying form of proxy will vote FOR the election of the three (3) nominees as Resulting Issuer Directors.

The Board recommends that Shareholders vote FOR the election of the nominee Resulting Issuer Directors.

The following table sets out the names of management's three (3) nominees for election as Resulting Issuer Directors, all major offices and positions with the Corporation (and any of its significant affiliates) each now holds, the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at February 25, 2015.

Name of Nominee, Current Position with the Corporation, and Place of Residence	Period as a Director of the Corporation	Common Shares Beneficially Owned or Controlled
Wayne D. Cockburn(1) Montreal, Quebec, Canada	N/A	Nil
G. Michael Newman(1) Montreal, Quebec, Canada	N/A	Nil
Kosta Kostic(2) Corporate Secretary and Director Montreal, Quebec, Canada	2012 to Present	100,000

Notes:

(1) Proposed member of the Audit Committee.

The proposed nominees, Wayne D. Cockburn and G. Michael Newman, are proposed for election as Resulting Issuer Directors pursuant to the terms of an agreement between the Corporation, iTech Medical, Inc. ("iTech"), and BIOflex Medical Magnetics, Inc. ("BIOflex"), a wholly owned subsidiary of iTech, in respect of the Corporation's proposed Qualifying Transaction, involving the acquisition by the Corporation, through its wholly owned subsidiary Ovid Acquisition Corp., of all, or substantially all, of the assets of BIOflex. The Corporation anticipates filing an amended and restated filing statement providing detailed disclosure of all material facts related to the proposed Qualifying Transaction during the month of March 2015, which will be accessible under the Corporation's profile on SEDAR at www.sedar.com.

Occupation, Business or Employment of Director Nominees

The following disclosure sets out each Interim Director and Resulting Issuer Director nominee's principal occupation, business or employment within the five preceding years. The information as to principal occupation, business or employment is not within the knowledge of management of the Corporation and has been furnished by the respective nominees.

Edward Ierfino (46) – Current President, CEO and Director and Proposed Interim Director: Mr. Edward Ierfino has a Bachelor of Commerce majoring in finance from Concordia University in Montreal, Québec. Since 2003, he has been President of EGI Holdings Corporation (formerly Canadian Electronic Deposit Centre Inc.), a consultancy firm providing advice to executive management and directors of public companies in the areas of financing, investor relations, regulatory compliance and strategic development; and specific experience in the natural resources, financial transaction services and technology industries. Most recently, Mr. Ierfino was the manager, investor relations at Argex Titanium Inc. from July 2011 until June 2012. He also has served on the board of directors of two issuers listed on the TSXV.

André Godin (51) – Current Director and Proposed Interim Director: Mr. André Godin, C.P.A., has a Bachelor in Administration and has been a Chartered Professional Accountant since 1988. He has more than 20 years' experience in the Biotech/Pharma industry as former President of a dietary supplement company and as a Corporate Controller for a pharmaceutical company in over-the-counter (OTC) products. Mr. Godin has been Chief Financial Officer of Neptune Technologies and Bioressources Inc. (TSX:NTB) since 2003 and was recently appointed as the interim President and Chief Executive Officer of Neptune as well as Neptune's subsidiaries, NeuroBioPharm Inc. and Acasti Pharma Inc. (TSXV:APO).

Kosta Kostic (40) – Current Corporate Secretary and Director and Proposed Interim Director and Resulting Issuer Director: Mr. Kosta Kostic is a member of the Barreau du Québec and a partner with the law firm of McMillan LLP where he specializes in the field of corporate finance and securities law. Prior to joining McMillan LLP, in February 2014, Mr. Kostic was a partner at another Canadian national law firm. Mr. Kostic regularly advises both private and public companies active in a wide range of sectors, including mining, oil and gas, renewable energy, technology, manufacturing, retail, transportation and biotechnology. Mr. Kostic has participated in several conferences on securities, corporate finance and corporate governance, and has completed an executive training program on financial information at the McGill International Executive Institute. Mr. Kostic earned a Bachelor of Arts in Communication Studies from Concordia University in Montreal, Québec and a Bachelor of Civil Law and a Bachelor of Common Law from McGill University in Montreal, Québec. In 2013, Mr. Kostic earned a Certificate in Mining Law from Osgoode Law School, York University. In 2004, Mr. Kostic was seconded to the Exchange as a Manager, Listed Issuer Services where he gained extensive experience with the Capital Pool Company program.

Wayne Cockburn (58) – Proposed Resulting Issuer Director: Mr. Cockburn joined iTech in September 2003 as co-founder of the business. Mr. Cockburn was President and CEO of iTech from September 2003 until June 2011. Mr. Cockburn re-joined iTech in January 2012 as President and CEO. Prior to iTech, Mr. Cockburn was President at MPR Health from January 2002 until September 2003 and Executive Vice President from January 2000 until January 2002. From January 1995 to December 1999, Mr. Cockburn was Vice President, Business Development for Lorus Therapeutics Inc., a public biotechnology company. Mr. Cockburn's background includes strategic planning, corporate finance, corporate partnering, corporate governance and mergers and acquisitions. Mr. Cockburn has served on the board of directors of several private and public companies and currently serves on the boards of two private companies. Mr. Cockburn earned a Bachelor of Arts from York University in Toronto, Ontario.

G. Michael Newman, Director of the Resulting Issuer (69): Mr. Newman is currently and has for the past twenty years been the Managing Director of Boardwalk Capital Inc., a private investment holding company. Mr. Newman has over 35 years of senior management and public company experience. Mr. Newman was CEO of InterRent Real Estate Investment Trust (IIP.UN-TSX) from December 2006 to September 2009, and President and CEO of InterRent International Properties Inc. from 1999 to 2006 (IIP.UN-TSX.V). InterRent was founded by Mr. Newman in 1997 to acquire multi-unit residential properties within the Greater Toronto Area and under his leadership grew from 9 to 4,033 units and was named one of Canada's 100 Fastest Growing Companies by Profit Magazine for two consecutive years, in 2008 and 2009. Mr. Newman currently serves as Chairman of the Board of Augustine Ventures Inc. (WAW-CSE), as well as a Director of Leo Acquisition Corp. (LEQ-NEX) and Quinsam Capital Inc., (QCA-CSE) He also serves on the Independent Review

Committees of Citadel Income Fund (CTF.UN-TSX) and Energy Income Fund (ENI.UN-TSX), and on the Board of Advisors of The Succession Fund, and AgriFood Capital, two private equity funds. As an independent director, Mr. Newman acts as Chairman of iTech's Corporate Governance Committee.

Cease Trade Orders and Bankruptcy

To the knowledge of the Corporation, other than as disclosed below, no proposed director is, as at the date of this Management Proxy Circular, or has been, within ten (10) years before the date of this Management Proxy Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation in respect of which this Management Proxy Circular is being prepared) that:

(a) was subject to a cease trade or similar order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to a cease trade or similar order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,

with the exception of Mr. Kostic, who is the Secretary of Osta Biotechnologies Inc. ("Osta"). On May 3, 2012, Osta's principal regulator, the Autorité des marchés financiers, issued a cease trade order ("CTO") because Osta had not filed its audited financial statements as at and for the year ended December 31, 2011, accompanying management's discussion and analysis, and related CEO and CFO certifications for the year ended December 31, 2011 within the prescribed 120-day period set out in National Instrument 51-102 - *Continuous Disclosure Obligations* and National Instrument 51-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings*, respectively. As at the date hereof, the CTO remains in effect.

To the knowledge of the Corporation, no proposed director is, as at the date of this Management Proxy Circular, or has been, within ten (10) years before the date of this Management Proxy Circular, a director or executive officer of any company (including the Corporation in respect of which this Management Proxy Circular is being prepared) 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 of trustee appointed to hold its assets.

To the knowledge of the Corporation, no proposed director has, within the ten (10) years before the date of this Management Proxy Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties and Sanctions

No proposed director of the Corporation has 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 has 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.

APPOINTMENT OF AUDITOR

Nexia Friedman, LLP, 800 Boulevard Decarie, Suite 500, Montreal, Québec, H4P 2S4 will be nominated at the Meeting for reappointment as auditor of the Corporation until the earlier of: (i) completion of the Qualifying Transaction, and (ii) the next annual meeting of Shareholders, at remuneration to be fixed by the directors.

Unless otherwise instructed, the persons named in the accompanying form of proxy will vote FOR the resolution to appoint Nexia Friedman, LLP as auditors of the Corporation to hold office until the earlier of (i) completion of the Qualifying Transaction, and (ii) the next annual meeting of Shareholders, and to authorize the Board to fix their remuneration.

To be effective, this resolution must be adopted by at least a majority of the votes cast by the Shareholders present at the Meeting, in person or by proxy.

The Board recommends that Shareholders vote FOR the appointment of Nexia Friedman, LLP as auditors of the Corporation.

CHANGE OF REGISTERED OFFICE

The Articles of the Corporation currently provide that the province in which the registered office of the Corporation must be situated is Quebec. The Corporation wishes to change the province in which its registered office is located to Ontario in order to reflect the eventual relocation of its head office to Toronto, Ontario in connection with the Corporation's proposed Qualifying Transaction.

Under subsection 173(1) of the CBCA, a change to the Articles of a company requires shareholder approval by a special resolution of the Shareholders at a meeting called to consider the special resolution.

The Shareholders of the Corporation will be asked at the Meeting to approve the change to the registered office of the Corporation by passing the resolution set out in Schedule "A" to this Circular (the "Change of Registered Office Resolution"), authorizing an amendment to the Articles so as to change the province in which the registered office of the Corporation is situated from Quebec to Ontario.

Unless otherwise instructed, the persons named in the accompanying form of proxy will vote FOR the Change of Registered Office Resolution authorizing an amendment to the Articles of the Corporation so as to change the province in which the registered office of the Corporation is situated from Quebec to Ontario.

To be effective, the Change of Registered Office Resolution must be passed by not less than sixty-six and two-thirds percent (66 2/3%) of the votes cast by Shareholders present at the Meeting, in person or by proxy.

The Board recommends that Shareholders vote FOR the Change of Registered Office Resolution.

NAME CHANGE

In connection with the Corporation's proposed Qualifying Transaction, the Corporation will become a medical device company that develops and markets innovative medical devices and technologies. Consequently, the Board is proposing to change the name of the Corporation from "Ovid Capital Ventures Inc." to "BIOflex Technologies Inc." or such other name as may be acceptable to the Board, in its sole discretion, with the Corporate Registrar under the CBCA and the TSXV, and in accordance with applicable corporate law.

Under subsection 173(1) of the CBCA, a corporate name change requires shareholder approval by a special resolution of the Shareholders at a meeting called to consider the special resolution.

The Shareholders of the Corporation will be asked at the Meeting to approve the name change by passing the resolution provided for in Schedule "B" to this Circular (the "Name Change Resolution").

Unless otherwise instructed, the persons named in the in the accompanying form of proxy will vote FOR the Name Change Resolution approving the name change of the Corporation.

To be effective, the Name Change Resolution must be passed by not less than sixty-six and two-thirds percent (66 2/3%) of the votes cast by Shareholders present at the Meeting, in person or by proxy.

The Board recommends that Shareholders vote FOR the Name Change Resolution.

TRANSFER TO NEX

The Corporation is a capital pool company ("CPC") within the meaning of the policies of the TSXV. The Corporation has not commenced operations and has no assets other than cash.

On November 30, 2014, the Corporation entered into a non-binding letter of intent with BIOflex and iTech, in its capacity as the sole shareholder of BIOflex, which outlined the general terms and conditions pursuant to which the Corporation, iTech, and BIOflex would be willing to complete an asset purchase transaction that would result in Ovid Acquisition Corp., a wholly owned subsidiary of the Corporation, acquiring of all, or substantially all, of the assets of BIOflex for the purposes of the Corporation's proposed Qualifying Transaction under the policies of the TSXV.

The Corporation, however, may not be in a position to complete the proposed Qualifying Transaction within the time frame prescribed by the policies of the TSXV. Accordingly, in the event that the Corporation does not complete its Qualifying Transaction within the allotted time, in order to avoid being completely delisted, the Corporation must apply to list on NEX board of the TSXV (the "NEX") until such time as a Qualifying Transaction may be completed. The policies of the TSXV require majority Shareholder approval of such a transfer, excluding the votes attached to any Common Shares held by any Non-Arm's Length Parties to the Corporation. The Corporation is therefore requesting the requisite Shareholder approval for the transfer to the NEX, in the event that the Corporation is unable to complete the proposed Qualifying Transaction within the time frame prescribed by the policies of the TSXV and the procedure becomes necessary.

NEX is a separate board of the TSXV that provides a trading forum for listed companies that have fallen below the TSXV's ongoing listing standards. NEX companies benefit from the support and visibility provided by a listing and trading environment tailored to their needs.

The Shareholders of the Corporation will be asked at the Meeting to approve the transfer to the NEX by passing the resolution set out in Schedule "C" to this Circular (the "NEX Transfer Resolution").

Unless otherwise instructed, the persons named in the in the accompanying form of proxy will vote FOR the NEX Transfer Resolution approving the Corporation's transfer to the NEX.

To be effective, the NEX Transfer Resolution must be adopted by at least a majority of the votes cast by the Shareholders present at the Meeting, in person or by proxy, excluding the votes attached to the Common Shares held by Non-Arm's Length Parties to the Corporation.

The Board recommends that Shareholders vote FOR the NEX Transfer Resolution.

CANCELLATION OF SEED SHARES

As a condition to the Corporation listing on NEX, the policies of the TSXV require that either:

(i) all Seed Shares (as defined in the policies of the TSXV) purchased by Non-Arm's Length Parties to the Corporation, at a discount to initial public offering (the "IPO") price of the Corporation's Common Shares (the "IPO Price"), be cancelled; or

(ii) subject to obtaining majority Shareholder approval, the Corporation cancel an amount of the Seed Shares purchased by Non-Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the IPO Price.

In order to satisfy the latter condition it will be necessary to cancel one-half of the 2,300,000 Seed Shares held by Non-Arm's Length Parties to the Corporation.

The Shareholders of the Corporation will be asked at the Meeting to approve the cancellation of the Seed Shares by passing the resolution set out in Schedule "D" to this Circular (the "**Seed Share Cancellation Resolution**").

Unless otherwise instructed, the persons named in the in the accompanying form of proxy will vote FOR the Seed Share Cancellation Resolution approving the cancellation of one-half of the 2,300,000 Seed Shares held by Non-Arm's Length Parties to the Corporation.

To be effective, the Seed Share Cancellation Resolution must be adopted by at least a majority of the votes cast by the Shareholders present at the Meeting, in person or by proxy.

The Board recommends that Shareholders vote FOR the Seed Share Cancellation Resolution.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators ("NI 52-110") requires the Corporation, as a venture issuer, to disclose annually in its Management Proxy Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

The Audit Committee's Charter

The Audit Committee has a charter, a copy of which is attached hereto as Schedule "E".

Composition of the Audit Committee

The members of the Audit Committee are Edward Ierfino, André Godin and Kosta Kostic. Edward Ierfino is the Chairman of the Audit Committee. Messrs. Godin and Kostic are the independent members of the Audit Committee as defined under section 1.4 of NI 52-110. Mr. Ierfino is the President and Chief Executive Officer of the Corporation therefore he is a non-independent member of the Audit Committee. All members of the Audit Committee are financially literate as required under section 1.6 of NI 52-110.

Relevant Education and Experience

See disclosure under heading "Occupation, Business or Employment of Director Nominees" for relevant education and experience for each member of the Audit Committee.

Each member of the audit committee has:

(a) an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

(b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising individuals engaged in such activities; and

(c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than Nexia Friedman, LLP.

Reliance on Certain Exemptions

The Corporation has not relied on any exemptions under section 2.4 *De Minimis Non-Audit Services* of NI 52-110 or an exemption granted under Part 8 (Exemptions) of NI 52-110, during its most recently completed financial year.

Pre-Approval Policies and Procedures

The Corporation has adopted specific policies and procedures for the engagement of non-audit services in its Audit Committee Charter. Pursuant to the Audit Committee Charter, all non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Corporation or any subsidiary of the Corporation shall be subject to the prior approval of the Audit Committee. The Audit Committee may delegate to one or more independent members of the Audit Committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the Audit Committee at its next scheduled meeting. The Audit Committee may satisfy the requirement for the pre-approval of non-audit services if: (i) the aggregate amount of all non-audit services that were non-pre-approved is reasonably expected to constitute no more than 5% of the total amount of fees paid by the Corporation to the external auditor during the fiscal year in which the services are provided; or (ii) the services are brought to the attention of the Audit Committee and approved, prior to completion of the audit, by the Audit Committee or by one or more of its members to whom authority to grant such approvals has been delegated.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Nexia Friedman, LLP to the Corporation to ensure auditor independence. Fees incurred with Nexia Friedman, LLP during the period from incorporation on July 19, 2012 to the Corporation's fiscal year ended June 30, 2014 and for the fiscal year ended June 30, 2013 are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended June 30, 2014	Fees Paid to Auditor in Year Ended June 30, 2013
Audit Fees[(1)]	$15,810	$5,865
Audit-Related Fees[(2)]	Nil	Nil
Tax Fees[(3)]	Nil	Nil
All Other Fees[(4)]	Nil	Nil
Total	**$15,810**	**$5,865**

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. 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 other non-audit services.

Exemption

The Corporation is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110 for the year ended June 30, 2014. This exemption exempts a "venture issuer" from the requirement to have 100% of the members of its audit committee independent, as would otherwise be required by NI 52-110.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the corporation. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board meets formally on an as needed basis to review and discuss the Corporation's business activities, and to consider and if thought fit, to approve matters presented to the Board for approval, and to provide guidance to management. In addition, management informally provides updates to the Board at least once per quarter between formal meetings. In general, management consults with the Board when deemed appropriate to keep it informed regarding the Corporation's affairs.

The Board facilitates the exercise of independent supervision over management through these various meetings and through committees of the Board. At present, the Board has an Audit Committee. When necessary, the Board will strike a special committee of independent directors to deal with matters requiring independence. The composition of the Board is such that the independent directors have significant experience in business affairs and, as a result, these directors are able to provide significant and valuable independent supervision over management.

In the event of a conflict of interest at a meeting of the Board, the conflicted director will in accordance with corporate law and in accordance with his fiduciary obligations as a director of the Corporation, disclose the nature and extent of his interest to the meeting and abstain from voting on or against the approval of such participation.

The independent members of the Board are Kosta Kostic and André Godin. The non-independent member of the Board is Edward Ierfino who is President and Chief Executive Officer of the Corporation.

Directorships

The following directors are presently serving on the boards of other reporting companies or equivalent as follows:

Name	Name of Reporting Issuer	Exchange Listed
Edward Ierfino	Element 79 Capital Inc.	TSXV
André Godin	Neptune Technologies & Bioressources Inc. NeuroBioPharm Inc. Acasti Pharma Inc.	TSX Not applicable TSXV
Kosta Kostic	Element 79 Capital Inc.	TSXV

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Corporation's industry, business and operations and the responsibilities of directors. Board meetings may also include presentations by the Corporation's management and employees to give the directors additional insight into the Corporation's business.

Ethical Business Conduct

The Board is of the view that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole.

Compensation

The Board, as a whole, annually reviews and determines compensation for the directors and its Chief Executive Officer.

Other Board Committees

The Board has no committees other than the Audit Committee.

Assessments

The Board regularly monitors the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board and committees.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officer

In this section "Named Executive Officer" (an "NEO") means the Chief Executive Officer (the "CEO"), the Chief Financial Officer (the "CFO") and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was more than $150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Corporation at the end of the most recently completed financial year ended June 30, 2014.

Edward Ierfino, the President and CEO, and William Waks, CFO, are each a NEO of the Corporation for the purposes of the following disclosure.

Compensation Discussion and Analysis

The Corporation is a Capital Pool Company (as defined by TSXV Policy 2.4) and as such is prohibited from paying any remuneration to its directors and officers, other than incentive stock options, the whole as prescribed by TSXV Policy 2.4.

The Corporation has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Corporation, none of the executive officers or directors have purchased such financial instruments.

Option-Based Awards

The Corporation has a share option plan in place, which was established to provide incentive to qualified parties to increase their proprietary interest in the Corporation and thereby encourage their continuing association with the Corporation. Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board. The share option plan is administered by the directors of the Corporation and provides that options will be issued to directors, officers, employees or consultants of the Corporation or a subsidiary of the Corporation.

Summary of Compensation

No compensation was paid to the NEOs during the period from incorporation on July 19, 2012 to the Corporation's financial year end of June 30, 2014.

Name and Principal Position	Year	Salary ($)	Share-based awards ($)	Option -based awards ($)	Non Equity incentive plan compensation ($)		Pension Value ($)	All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long term incentive plans			
Edward Ierfino President and CEO	2014 2013	- -	- -	- 44,800	- -	- -	- -	- -	- 44,800
William Waks former CFO	2014 2013	- -	- -	- 15,930	- -	- -	- -	- -	- 15,930

Incentive Plan Awards

Outstanding Share- based Awards and Option-based Awards

The following table sets out all share-based awards and option-based awards outstanding as at June 30, 2014, for each NEO.

Name	Option –based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options(1) ($)	Number of share or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)
Edward Ierfino President and CEO	500,000	0.10	December 21, 2022	Nil	Nil	Nil
William Waks CFO	177,800	0.10	December 21, 2022	Nil	Nil	Nil

Notes:

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of June 30, 2014, which was Nil , and the exercise or base price of the option.

Pension Plan Benefits

The Corporation has no pension plans for its directors, officers or employees.

Termination and Change of Control Benefits

The Corporation has no provisions for any termination or change of control.

Director Compensation

No compensation was paid to the directors that are not NEOs of the Corporation during the fiscal year ended June 30, 2014.

Outstanding Option-Based Awards and Share-based Awards

Name	Option –based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)(1)	Number of share or units of shares that have not vested (#)	Market of payout value of share- based awards that have not vested ($)
Kosta Kostic	180,000	0.10	December 21, 2022	Nil	Nil	Nil
André Godin	180,000	0.10	December 21, 2022	Nil	Nil	Nil

Notes:

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of June 30, 2014, which was Nil, and the exercise or base price of the option.

There was no value vested or earned on options during the year ended June 30, 2014, by any director or officer as trading in the Common Shares were halted.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As at June 30, 2014, the only equity compensation plan which the Corporation had in place was the Corporation's share option plan. See heading "*Option Based Awards*".

The following table sets out equity compensation plan information as at the end of the financial year ended June 30, 2014:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a)) (c)
Equity compensation plans approved by securityholders	1,037,800	0.10	Nil
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	1,037,500	0.10	Nil

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set out below and elsewhere in this Management Proxy Circular, to the knowledge of management of the Corporation, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction since the commencement of the Corporation's most recently completed financial year which has materially affected or would materially affect the Corporation or any of its subsidiaries.

Mr. Edward Ierfino is the current President and Chief Executive Officer and a director of the Corporation and is a nominee for election as an Interim Director. Mr. Ierfino exercises control or direction over an aggregate of 2,115,000 Common Shares, which represents 19.40% of the issued and outstanding Common Shares. It is anticipated that Mr. Ierfino's 2,115,000 Common Shares will represent a maximum of 6.29% of the issued and outstanding common shares of the Corporation upon completion of the Qualifying Transaction and the concurrent private placement that the Corporation expects to complete in connection therewith.

On November 30, 2014, the Corporation entered into a non-binding letter of intent with BIOflex and iTech, in its capacity as the sole shareholder of BIOflex, which outlined the general terms and conditions pursuant to which the Corporation, iTech, and BIOflex would be willing to complete an asset purchase transaction that would result in Ovid Acquisition Corp., a wholly owned subsidiary of the Corporation, acquiring of all, or substantially all, of the assets of BIOflex for the purposes of the Corporation's proposed Qualifying Transaction under the policies of the TSX Venture Exchange.

Mr. Wayne D. Cockburn is a nominee for election as a Resulting Issuer Director and it is anticipated that he will be appointed as CEO and Corporate Secretary of the Corporation upon completion of the Qualifying Transaction (the "Resulting Issuer"). Mr. Cockburn is currently the President and CEO of iTech and directly owns 5,150,349 common shares of iTech. He may be deemed to share control or direction over an additional 8,235,991 common shares of iTech held by MPR Health Systems, Inc. ("MPR"), by virtue of being a director of MPR.

Mr. G. Michael Newman is a nominee for election as a Resulting Issuer Director and it is anticipated that he will be appointed as CEO and Corporate Secretary of the Resulting Issuer. Mr. Newman is currently a director of iTech.

MANAGEMENT CONTRACTS

There are no management functions of the Corporation, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Corporation.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Corporation for the year ended June 30, 2014 and in the related management discussion and analysis and filed on www.sedar.com. A copy of the financial statements will be available at the Meeting.

Additional information relating to the Corporation is filed on www.sedar.com and upon request from the Corporation's Corporate Secretary at 1000 Sherbrooke Street West, Suite 2700, Montreal, Québec H3A 3G4**,** telephone number (514) 987-5025. Copies of documents will be provided free of charge to security holders of the Corporation. The Corporation may require the payment of a reasonable charge from any person or company who is not a securityholder of the Corporation, who requests a copy of any such document.

OTHER MATERIAL FACTS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Management Proxy Circular.

SHAREHOLDER PROPOSALS

Pursuant to Canadian law, shareholder proposals to be considered for inclusion in the management proxy circular for the 2015 annual meeting of the Corporation (expected to be held on or about December 30, 2015) must be received by the Secretary of the Corporation, on or before the close of business on November 27, 2015.

DIRECTORS' APPROVAL

The contents of this Management Proxy Circular and its distribution to shareholders have been approved by the Board of the Corporation.

DATED at Montreal, Québec, this 25th day of February, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Edward Ierfino

President and Chief Executive Officer

SCHEDULE "A"

OVID CAPITAL VENTURES INC.
(the "Corporation")

SPECIAL RESOLUTION TO APPROVE
CHANGE OF REGISTERED OFFICE OF THE CORPORATION

NOW THEREFORE BE IT RESOLVED THAT:

1. the Corporation is hereby authorized, in accordance with paragraph 173(1)(b) of the Canada Business Corporations Act (the "CBCA"), to amend its articles to change the province in which the registered office of the Corporation is to be situated from Quebec to Ontario;

2. the directors of the Corporation may, pursuant to subsection 173(2) of the CBCA, revoke this special resolution before it is acted upon without further approval of the shareholders; and

3. any director or office of the Corporation is hereby authorized and directed, for an on behalf of the Corporation, to execute or cause to be executed under seal of the Corporation or otherwise and to deliver or cause to be delivered such other documents and instruments and to do or cause to be done such other acts and things as may in the opinion of such director or officer of the Corporation be necessary or desirable to carry out the intent of the foregoing resolution.

SCHEDULE "B"

OVID CAPITAL VENTURES INC.
(the "Corporation")

SPECIAL RESOLUTION TO APPROVE THE CORPORATION'S NAME CHANGE

NOW THEREFORE BE IT RESOLVED THAT:

1. the Corporation is hereby authorized, in accordance with paragraph 173(1)(a) of the Canada Business Corporations Act (the "CBCA"), change its name to "BIOflex Technologies Inc." or such other name as may be acceptable to the Board, the Corporate Registrar under the CBCA and the TSX Venture Exchange, and in accordance with applicable corporate law;

2. the directors of the Corporation may, pursuant to subsection 173(2) of the CBCA, revoke this special resolution any time before a certificate of amendment is issued by the Director appointed under the CBCA; and

3. any director or office of the Corporation is hereby authorized and directed, for an on behalf of the Corporation, to execute or cause to be executed under seal of the Corporation or otherwise and to deliver or cause to be delivered such other documents and instruments and to do or cause to be done such other acts and things as may in the opinion of such director or officer of the Corporation be necessary or desirable to carry out the intent of the foregoing resolution.

SCHEDULE "C"

OVID CAPITAL VENTURES INC.
(the "Corporation")

RESOLUTION TO APPROVE THE CORPORATION'S TRANSFER TO THE NEX

NOW THEREFORE BE IT RESOLVED THAT:

1. if the Corporation's Qualifying Transaction is not completed within the time frame prescribed by the policies of the TSX Venture Exchange (the "TSXV"), the Common Shares of the Corporation be transferred from the TSXV to list on NEX board of the TSXV until such time as the Corporation is in a position to meet the minimum listing requirements of the TSXV; and

2. the directors of the Corporation be authorized to not proceed with the transaction contemplated by this resolution in their sole discretion and without further shareholder approval.

3. any director or office of the Corporation is hereby authorized and directed, for an on behalf of the Corporation, to execute or cause to be executed under seal of the Corporation or otherwise and to deliver or cause to be delivered such other documents and instruments and to do or cause to be done such other acts and things as may in the opinion of such director or officer of the Corporation be necessary or desirable to carry out the intent of the foregoing resolution.

SCHEDULE "D"

OVID CAPITAL VENTURES INC.
(the "Corporation")

RESOLUTION TO APPROVE THE CANCELLATION OF CERTAIN SEED SHARES

NOW THEREFORE BE IT RESOLVED THAT:

1. 1,150,000 of the Seed Shares issued to Non-Arm's Length Parties to Corporation, within the meaning of such terms as defined in the policies of TSX Venture Exchange (the "TSXV"), be cancelled on a *pro rata* basis if the Corporation does not complete a Qualifying Transaction in accordance with Policy 2.4 of the TSXV by April 2, 2015, or such earlier or later date as required by the TSXV; and

2. the directors of the Corporation be authorized to not proceed with the transaction contemplated by this resolution in their sole discretion and without further shareholder approval.

3. any director or office of the Corporation is hereby authorized and directed, for an on behalf of the Corporation, to execute or cause to be executed under seal of the Corporation or otherwise and to deliver or cause to be delivered such other documents and instruments and to do or cause to be done such other acts and things as may in the opinion of such director or officer of the Corporation be necessary or desirable to carry out the intent of the foregoing resolution.

SCHEDULE "E"

OVID CAPITAL VENTURES INC.
(the "Company")

AUDIT COMMITTEE CHARTER

1. Mandate

The audit committee will assist the board of directors (the "Board") in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the Company's business, operations and risks.

2. Composition

The Board will appoint from among their membership an audit committee after each annual general meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors.

2.1 Independence

A majority of the members of the audit committee must not be officers, employees or control persons of the Company.

2.2 Expertise of Committee Members

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise. The Board shall interpret the qualifications of financial literacy and financial management expertise in its business judgment and shall conclude whether a director meets these qualifications.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company's Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

(a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;

(b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;

(c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;

(d) review and recommend to the Board the compensation to be paid to the external auditors; and

(e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

(a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and

(b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 Financial Reporting

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

(a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and

(b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

(a) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;

(b) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and

(c) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

(a) review and approve the interim financial statements prior to their release to the public; and

(b) review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

(a) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 Non-Audit Services

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

(a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

(a) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:

(i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or

(ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

(a) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

(i) the pre-approval policies and procedures are detailed as to the particular service;

(ii) the audit committee is informed of each non-audit service; and

(iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 Other Responsibilities

The audit committee shall:

(a) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;

(b) establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;

(d) review the policies and procedures in effect for considering officers’ expenses and perquisites;

(e) perform other oversight functions as requested by the Board; and

(f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 Reporting Responsibilities

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to:

(a) engage independent counsel and other advisors as it determines necessary to carry out its duties;

(b) set and pay the compensation for any advisors employed by the audit committee; and

(c) communicate directly with the internal and external auditors.

6. Guidance – Roles & Responsibilities

The following guidance is intended to provide the audit committee members with additional guidance on fulfilment of their roles and responsibilities on the committee:

6.1 Internal Control

(a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;

(b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and

(c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 Financial Reporting

General

(a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and

(b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and

(c) understand industry best practices and the Company’s adoption of them.

Annual Financial Statements

(a) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;

(b) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;

(c) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;

(d) consider management's handling of proposed audit adjustments identified by the external auditors; and

(e) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

(a) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;

(b) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and

(c) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:

   (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;

   (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financials statements are consistent with changes in the Company's operations and financing practices;

   (iii) generally accepted accounting principles have been consistently applied;

   (iv) there are any actual or proposed changes in accounting or financial reporting practices;

   (v) there are any significant or unusual events or transactions;

   (vi) the Company's financial and operating controls are functioning effectively;

   (vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and

   (viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 Compliance with Laws and Regulations

(a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";

(b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and

(c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 Other Responsibilities

(a) review, with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements.