

PROFOUND MEDICAL CORP.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual meeting (the “**Meeting**”) of the shareholders of Profound Medical Corp. (the “**Corporation**”) will be held at 2400 Skymark Avenue, Unit 6, Mississauga, Ontario, L4W 5K5, on Tuesday, May 23, 2017 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2016 and the accompanying report of the auditors thereon;
2. to elect as directors of the Corporation Damian Lamb, Jean-François Pariseau, William Curran, Arun Menawat, Kenneth Galbraith and Samira Sakhia to serve from the close of the Meeting until the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed;
3. to appoint PricewaterhouseCoopers LLP as the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the auditors’ remuneration; and
4. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

Information relating to the items above is set forth in the accompanying Management Information Circular.

Only shareholders of record as of April 21, 2017 are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof.

The accompanying Management Information Circular, this notice of Meeting (the “**Notice**”), the form of proxy and the voting instruction form (collectively, the “**Meeting Materials**”) are being mailed to shareholders of record as at the Record Date and are available under the Corporation’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”), online at www.sedar.com. Shareholders are reminded to review the Meeting Materials before voting.

If you do not expect to attend the Meeting in person, please promptly complete and sign the enclosed form of proxy and return it for receipt by no later than by 10:00 a.m. on Friday, May 19, 2017, or if the Meeting is adjourned or postponed, at least 48 hours, excluding Saturdays, Sundays and holidays, prior to any such adjournment or postponement. If you receive more than one proxy form because you own common shares of the Corporation (“**Common Shares**”) registered in different names or addresses, each proxy form should be completed and returned.

If you are a Beneficial Shareholder (as defined in the Management Information Circular), accompanying this Notice is a voting instruction form for your use. If you receive these materials through your broker or another intermediary, please complete and sign the materials in accordance with the instructions provided to you by such broker or other intermediary.

DATED at Toronto, Ontario this 19 day of April, 2017.

By Order of the Board of Directors of Profound Medical Corp.

(signed) “*Arun Menawat*”

Arun Menawat

Director and Chief Executive Officer