

**RESVERLOGIX CORP.**

**NOTICE OF SPECIAL MEETING TO BE HELD ON AUGUST 13, 2014**

To: The holders of common shares (the "**Common Shares**"):

TAKE NOTICE that a special meeting (the "**Meeting**") of the shareholders of Resverlogix Corp. (the "**Corporation**") will be held on Wednesday, August 13, 2014 at 10:00 a.m. (Calgary time), at the Telus Convention Centre, Chinook Room 2/3, 120 – 9<sup>th</sup> Avenue S.E., Calgary, Alberta for the following purposes:

1. to consider, and if thought fit, pass an ordinary resolution approving: (i) amendments to the loan and security documents among the Corporation, Citibank, N.A. ("**Citibank**") and Eastern Capital Limited ("**Eastern**") to increase the loan amount from Citibank by \$30 million to \$68.8 million, to indemnify Eastern for amounts drawn under letters of credit arranged by Eastern to secure the full amount of the loan and to grant a security interest in the patents and other assets of the Corporation to Eastern to secure the Corporation's indemnity obligations; and (ii) the issuance of 5,000,000 common share purchase warrants to Eastern in connection with the loan transaction (collectively, the "**Loan Transaction**"), as more particularly described in the accompanying management information circular (the "**Management Information Circular**"); and
2. to transact such other business that may properly come before the Meeting or adjournments thereof.

The details of the Loan Transaction are set forth in the Management Information Circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve the Loan Transaction.

The board of directors has fixed the close of business on July 14, 2014 as the record date for determining holders of Common Shares who are entitled to notice of and to attend and vote at the Meeting.

Holders of Common Shares who are unable to be present at the Meeting are requested to date, execute and return the accompanying form of proxy to the Corporation's registrar and transfer agent, Valiant Trust Company, pursuant to the instructions noted therein, prior to 10:00 a.m., Calgary time, on August 11, 2014, or at least forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays, preceding any adjournment of the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

Your participation as a shareholder is very important to the Corporation. Please ensure your Common Shares are represented at the Meeting.

DATED at Calgary, Alberta, this 14th day of July, 2014.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) "*Donald J. McCaffrey*"

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Donald J. McCaffrey  
President, CEO and Secretary