

## ZENITH EPIGENETICS CORP.

### ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notice-and-access notification (the "NA Notice") as Zenith Epigenetics Corp. (the "Corporation") has decided to use the notice-and-access model for delivery of meeting materials to its beneficial holders ("Beneficial Shareholders") of common shares ("Common Shares") for the Annual and Special Meeting (the "Meeting") of holders of Common Shares which will be held on Thursday, January 7, 2016 at 9:00 a.m. (Calgary time). Beneficial Shareholders will receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of meeting and management information circular ("Information Circular"), Beneficial Shareholders receive this NA Notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally responsible as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

#### MEETING DATE AND LOCATION:

WHEN: Thursday, January 7, 2016 at 9:00 a.m. (Calgary time)

WHERE: Mount Royal University  
The Roderick Mah Centre for Continuous Learning  
Ross Glen Hall, EC1040  
4825 Mount Royal Gate SW  
Calgary, Alberta

#### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

**Financial Statements:** Although no vote is required, shareholders will receive and consider the Corporation's consolidated financial statements for the year ended April 30, 2015, together with the report of the auditors thereon and the unaudited financial statements of the Corporation for the interim period ended July 31, 2015.

**Fixing Number of Directors:** Shareholders will be asked to fix the number of directors to be elected at the Meeting to five members. Information respecting fixing the number of directors may be found in the "*Fixing the Number of Directors and Election of Directors*" section of the Information Circular.

**Election of Directors:** Shareholders will be asked to elect five directors for the ensuing year. Information respecting the election of directors may be found in the "*Fixing the Number of Directors and Election of Directors*" section of the Information Circular.

**Appointment of Auditors:** Shareholders will be asked to appoint KPMG LLP as the Corporation's auditors for the ensuing year, and authorize the Corporation's directors to fix their remuneration. Information respecting the appointment of KPMG LLP may be found in the "*Appointment of Auditors*" section of the Information Circular.

**Reorganization:** Shareholders will be asked to consider, and if thought fit, approve, with or without modification, a special resolution approving the sale of the Corporation's principal operating assets to Zenith Epigenetics Ltd., a wholly-owned subsidiary of the Corporation. Information respecting this matter may be found in section "*4. Reorganization*" of the Information Circular.

**Change of Name of the Corporation:** Shareholders will be asked to consider, and if thought fit, approve, with or without modification, a special resolution to change the name of the Corporation to "Zenith Capital Corp.", or to such other name as the directors of the Corporation determine is appropriate. Information respecting this matter may be found in section "*5. Change of Name of the Corporation*" of the Information Circular.

**Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the “*Exercise of Discretion by Proxies*” section of the Information Circular.

**SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.**

**WEBSITES WHERE MEETING MATERIALS ARE POSTED**

Meeting materials can be viewed online at [www.sedar.com](http://www.sedar.com) or at the Corporation’s internet address as follows: <http://www.zenithpigenetics.com/about/corporate-information>

**HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Beneficial Shareholders may request that a paper copy of the Information Circular and/or financial information be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

- Visiting the following internet address:  
<http://www.zenithpigenetics.com/about/corporate-information>
- Call toll-free in North America 1-855-215-2240; or
- Sending an email to [info@zenithpigenetics.com](mailto:info@zenithpigenetics.com)

Requests should be received **at least five (5) business days in advance** of the proxy cut-off date and time set out in the accompanying proxy or voting instruction form in order to receive the Meeting materials in advance of such date and the date of the Meeting.

In relation to the Meeting, Registered Shareholders will receive a paper copy of the Information Circular and a form of proxy whereas Beneficial Shareholders will only receive this NA Notice and a proxy or voting instruction form. Furthermore, a paper copy of the Corporation’s financial statements and related management’s discussion and analysis for the most recently completed financial year end will be mailed to Registered Shareholders and only Beneficial Shareholders who responded to the supplemental mail card pursuant to National Instrument 51-102.

**VOTING:**

Beneficial Shareholders are asked to return their proxies or voting instruction forms using one of the following methods at least one (1) business day in advance of the proxy cut-off date (earlier if sending by mail) as set out in the accompanying proxy or voting instruction form:

INTERNET: [www.proxyvote.com](http://www.proxyvote.com)

TELEPHONE: 1-800-474-7493 (ENGLISH) OR 1-800-474-7501 (FRENCH)

FACSIMILE: 905-507-7793

MAIL: DATA PROCESSING CENTRE  
PO BOX 2800 STN LCD MALTON  
MISSISSAUGA, ONTARIO L5Y 2T7

**Shareholders with questions about notice-and-access can email the Corporation at [info@zenithpigenetics.com](mailto:info@zenithpigenetics.com) or call toll free at 1-855-215-2240.**