

CRITICAL OUTCOME TECHNOLOGIES INC.

Registered Office – London, Ontario

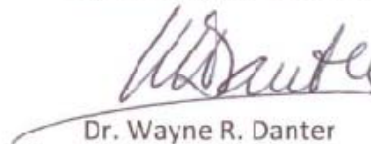
NOTICE OF THE FIFTH ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual and Special Meeting of the Shareholders of Critical Outcome Technologies Inc. (the “**Company**” or “**COTI**”) will be held in London, Ontario on Tuesday, September 27, 2011 at 9:30 a.m. Eastern time for the following purposes:

- (1) to receive the financial statements for the year ended April 30, 2011 and the report of the auditors thereon;
- (2) to fix the number of members of the Board of Directors to be elected at the Meeting at seven (7) and thereafter empower the directors of the Company to determine from time to time the number of directors of the Company within the minimum and maximum numbers provided for in the Articles of the Company;
- (3) to elect directors of the Company for the ensuing year;
- (4) to appoint auditors for the ensuing year and to authorize the directors of the Company to fix their remuneration;
- (5) to consider and, if deemed advisable, to pass an ordinary resolution approving the continuation of the Company’s Stock Option Plan as a rolling stock option plan; and,
- (6) to transact such other business as may be properly brought before the meeting or any adjournment thereof.

Particulars of the matters referred to above are set forth in the accompanying Management Information Circular.

By Order of the Board of Directors



Dr. Wayne R. Danter
President & Chief Executive Officer

London, Ontario
August 22, 2011

HOLDERS OF COMMON SHARES WHO DO NOT EXPECT TO BE PRESENT AT THE ANNUAL AND SPECIAL MEETING ARE REQUESTED TO COMPLETE, DATE AND SIGN THE ACCOMPANYING FORM OF PROXY AND TO RETURN IT TO COMPUTERSHARE INVESTOR SERVICES INC. IN THE POSTAGE PAID ENVELOPE ENCLOSED FOR THAT PURPOSE. IN ORDER TO BE VOTED AT THE ANNUAL AND SPECIAL MEETING OR AT ANY ADJOURNMENT THEREOF, THE COMPLETED FORM OF PROXY MUST BE RECEIVED BY COMPUTERSHARE INVESTOR SERVICES INC., 9TH FLOOR, 100 UNIVERSITY AVENUE, TORONTO, ONTARIO, M5J 2Y1 ATTENTION: PROXY DEPARTMENT, NOT LATER THAN 9:30 A.M. EASTERN TIME ON FRIDAY, SEPTEMBER 23, 2011. YOU MAY ALSO VOTE YOUR SHARES USING THE TELEPHONE OR INTERNET BY FOLLOWING THE INSTRUCTIONS AS OUTLINED IN THE FORM OF PROXY.