

NEOVASC INC.

**Suite 2135, 13700 Mayfield Place
Richmond, British Columbia
Canada V6V 2E4
Telephone No.: (604) 270-4344 - Fax No.: (604) 270-4384**

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders of Neovasc Inc. (the “**Company**” or “**Neovasc**”) will be held at 2600 – 595 Burrard St., Vancouver, British Columbia, on June 15, 2016 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the year ended December 31, 2015 together with the auditor’s report thereon;
2. to set the number of directors for the ensuing year at six;
3. to elect directors for the ensuing year;
4. to appoint an auditor for the ensuing year and authorize the directors to approve the remuneration to be paid to the auditor; and
5. to transact such other business as may properly come before the meeting.

The board of directors has fixed May 4, 2016 as the record date for determining the shareholders entitled to receive notice of and vote at the Meeting. Shareholders unable to attend the meeting in person are requested to read the enclosed management information circular and proxy (or Voting Instruction Form, a “**VIF**”) and complete and deposit the proxy or VIF in accordance with its instructions. Unregistered shareholders must deliver their complete proxy or VIF in accordance with the instructions given by their financial institution or other intermediary that forwarded the proxy to them.

DATED at Vancouver, British Columbia this 4th day of May, 2016.

ON BEHALF OF THE BOARD OF DIRECTORS

Signed: Alexei Marko _____
Alexei Marko
Director and Chief Executive Officer

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.