

NEOVASC INC.

**Suite 5138 - 13562 Maycrest Way
Richmond, British Columbia
Canada V6V 2J7
Telephone No.: (604) 270-4344 - Fax No.: (604) 270-4384**

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special 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 4, 2018 at 8:00 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, 2017 together with the auditor’s report thereon;
2. to elect directors for the ensuing year;
3. to consider, and if thought fit, to approve, with or without amendment, an ordinary resolution of disinterested shareholders to approve an amendment to, and unallocated options under, the Company’s existing stock option plan (the “**Option Plan Amendment Resolution**”);
4. to consider and, if thought fit, to approve, with or without amendment, a special resolution of shareholders approving and authorizing an amendment to the Company’s articles to effect a consolidation of the issued and outstanding common shares (“**Common Shares**”) of the Company on the basis of up to 100 existing Common Shares for one new Common Share;
5. to appoint an auditor for the ensuing year and authorize the directors to approve the remuneration to be paid to the auditor; and
6. to transact such other business as may properly come before the meeting.

The board of directors has fixed April 24, 2018 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 2nd day of May, 2018.

ON BEHALF OF THE BOARD OF DIRECTORS

Signed: *Doug Janzen* _____

Doug Janzen
Director

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.