

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 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 Suite 5138, 13562 Maycrest Way, Richmond, British Columbia, Canada on September 3, 2020 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, 2019 together with the auditor’s report thereon;
2. to elect directors for the ensuing year;
3. to consider and, if thought fit, pass with or without amendment, an ordinary resolution to ratify, confirm and approve the Company’s share unit plan (the “**Share Unit Plan**”), including amendments thereto, as set out in Schedule B to the accompanying Circular, and to reserve common shares from treasury for issuance under the Share Unit Plan, the full text of which resolution is set out in the accompanying Circular under the heading “*Approval of Share Unit Plan*”;
4. to consider and, if thought fit, pass with or without amendment, an ordinary resolution to ratify, confirm and approve previous grants of share units for an aggregate of up to 681,594 common shares of the Company, to certain directors, officers, employees and consultants or the Company, as previously approved by the board of directors (the “**Board**”), as more particularly described under the heading “*Approval of Share Unit Grants*”;
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 has fixed July 27, 2020 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.

Impact of COVID-19: the Company is carefully monitoring the public health impact of the coronavirus (COVID-19) pandemic on a daily basis, and may decide to modify the date, time or location of the Meeting or may change the meeting format to a hybrid physical and virtual meeting. While we understand that a change in the date, time or location of the meeting could disrupt the travel plans of those who plan to attend the Meeting, and that a change to a hybrid physical and virtual meeting format may disappoint those who wish to participate in person, our first priority is the health and safety of our communities, shareholders, employees and other stakeholders. In the event we decide to modify the date, time, location or format of the Meeting, shareholders will be notified and provided with additional details in a press release, on our website at www.neovasc.com and pursuant to filings we make with the U.S. Securities and Exchange Commission and the Canadian securities regulatory authorities. As always, we encourage you to vote your shares prior to the Meeting

DATED at Vancouver, British Columbia this 28th day of July, 2020.

If you have any questions relating to the meeting, please contact Kingsdale Advisors by telephone at 1-800-775-4067 toll free in North America or 416-867-2272 outside of North America or by email at contactus@kingsdaleadvisors.com.

ON BEHALF OF THE BOARD OF DIRECTORS

Signed: Steve Rubin
Steve Rubin
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.