Notice of Annual and Special Meeting of Shareholders

and Management Information Circular

March 23, 2017

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NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual and Special Meeting of Shareholders (the "**Meeting**") of **Prometic Life Sciences Inc**. (the "**Corporation**" or "**Prometic**") will be held on Wednesday, May 10, 2017 at 10:30 a.m. (Montreal time) at the Centre Mont-Royal, 2200, rue Mansfield, Montreal, Quebec, Canada for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the financial year ended December 31, 2016 and the auditors' report thereon;

2. to elect the directors for the ensuing year;

3. to appoint the auditors for the ensuing year and to authorize the directors to fix their remuneration;

4. to consider and, if deemed advisable, pass an ordinary resolution of the shareholders, the full text of which is reproduced in **Schedule** "**B**" to the management information circular, to increase the maximum number of Common Shares reserved for issuance under the amended and restated stock option plan;

5. to consider and, if deemed advisable, pass a special resolution (the "**Consolidation Resolution**"), the full text of which is reproduced in **Schedule "D**" to the management information circular, authorizing the Board to amend the articles of the Corporation to effect a consolidation of all of the issued and outstanding Common Shares, such that the trading price of the post-consolidation Common Shares is at a minimum of US$10 per post-consolidation Common Share calculated based on the 5-day volume weighted average trading price of the Common Shares (or such consolidation ratio that will permit the Corporation to meet its objectives with respect to a potential secondary listing on the Nasdaq Stock Exchange) (the "**Share Consolidation**"), effective as at the discretion of the Board;

6. to consider and, if deemed advisable, pass an ordinary resolution of the shareholders, the full text of which is reproduced in **Schedule "E**" to the management information circular, to approve, ratify and confirm all resolutions, contracts, acts and proceedings of the directors acting in good faith on behalf of the Corporation since the last Meeting;

7. to consider and, if deemed advisable, pass a special resolution of the shareholders, the full text of which is reproduced in **Schedule** "**F**" to the management information circular, to amend the articles of the Corporation to provide that the directors of the Corporation may appoint one or more additional directors in accordance with the *Canada Business Corporations Act* prior to the next annual meeting of the shareholders of the Corporation; and

8. to transact such other business as may properly be brought before the Meeting or any reconvened meeting following its adjournment or postponement.

A copy of the Management Information Circular and a Form of Proxy or Voting Instruction Form for the Meeting are attached to this Notice of Meeting.

By order of the Board of Directors,

(s) *Patrick Sartore*

Patrick Sartore
Chief Legal Officer and Corporate Secretary
Laval, Québec, this 23th day of March, 2017

IMPORTANT

If you cannot attend the Meeting personally, please sign, date and return the enclosed Form of Proxy in the envelope provided for that purpose to the transfer agent of the Corporation, Computershare Trust Company of Canada, 100 University Avenue, 9th floor, Toronto, Ontario M5J 2Y1, no later than forty-eight hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any reconvened meeting following its adjournment or postponement.

VOTING AND PROXIES

This Management Information Circular (the "Circular") is provided in connection with the solicitation of proxies by or on behalf of the management of Prometic Life Sciences Inc. (the "Corporation" or "Prometic") to all shareholders of the Corporation, for use at the Annual and Special Meeting of Shareholders of the Corporation (the "Meeting") to be held on Wednesday, May 10, 2017 at the time and place and for the purposes set forth in the notice of meeting (the "Notice of Meeting") and at any adjournment or postponement thereof. The information contained herein is given as at March 23, 2017, except as indicated otherwise. The solicitation will be made by mail but proxies may also be solicited personally or by telephone, by directors, officers or employees of the Corporation. The costs of this solicitation of proxies will be borne by the Corporation.

In this Circular, unless otherwise specified or the context otherwise indicates, all amounts are expressed in Canadian dollars; reference to the singular shall include the plural and vice versa; the masculine shall include the feminine and vice versa.

Appointment and Revocation of Proxies

The persons proposed as proxies in the accompanying Form of Proxy are directors of the Corporation. **A shareholder desiring to appoint some other person (who does not need to be a shareholder of the Corporation) to represent him at the Meeting may do so either by striking out the names designated in the accompanying Form of Proxy and inserting such other person's name in the space provided or by completing another appropriate Form of Proxy** and, in either case, by delivering the completed proxy or proxies to the Corporate Secretary of the Corporation or to its transfer agent, Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment or postponement thereof.

If you are an individual shareholder, please sign your name on the Form of Proxy exactly as your shares are registered.

If you are a corporation or other legal entity, a duly authorized officer or attorney of the shareholder must sign the Form of Proxy. If shares are registered in the name of an executor, administrator or trustee, please sign the Form of Proxy exactly as the shares are registered.

If the shares are registered in the name of a deceased or other shareholder, the shareholder's name must be printed in the space provided, the Form of Proxy must be signed by the legal representative with his/her name printed below his/her signature and evidence of authority to sign on behalf of the shareholder must be attached to the proxy.

In many cases, shares beneficially owned by a holder are registered in the name of a securities dealer or broker or other intermediary, or a clearing agency. Beneficial holders should, in particular, review the heading "*Instructions for Non-Registered Shareholders*" in this Circular and carefully follow the instructions of their intermediaries.

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the shareholder or by his attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or representative duly authorized in writing, and deposited with the Corporate Secretary of the Corporation or its transfer agent, Computershare Trust Company of Canada, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment or postponement thereof, or with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment or postponement thereof.

Instructions for Non-Registered Shareholders

The information set forth in this section is of significant importance to shareholders, as many of them hold their common shares ("**Common Shares**") through brokers and their nominees and not in their own name. Shareholders who do not hold their shares in their own name (referred to in this Circular as "**Beneficial Shareholders**") should note that only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of the Common Shares can be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered under the name of the shareholder of the Corporation. Such shares will more likely be registered under the name of "CDS and Co.", as depository. Shares held by brokers or their nominees can only be voted (FOR or AGAINST any resolution or withhold from voting) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and nominees are prohibited from voting shares for their clients.

The applicable regulatory policy requires intermediaries and brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The voting instruction form that is supplied to a Beneficial Shareholder by its broker is similar to the Form of Proxy provided to registered shareholders; however, the purpose of the voting instruction form is limited to instructing the registered shareholder on how to vote on behalf of the Beneficial Shareholder. A Beneficial Shareholder receiving a voting instruction form from an intermediary (the "**Voting Instruction Form**") cannot use that proxy form to vote shares directly at the Meeting, rather the proxy must be returned to the intermediary well in advance of the Meeting in order to have the shares voted. A Beneficial Shareholder who wants to attend the Meeting and vote in person should carefully follow the instructions set forth in the Voting Instruction Form.

The Corporation does not send proxy-related materials directly to Beneficial Shareholders and is not relying on the notice-and-access provisions of securities laws for delivery to either registered or Beneficial Shareholders. The Corporation intends to pay for proximate intermediaries to send the proxy-related materials to objecting beneficial owners.

Unless otherwise indicated in this Circular, the form of proxy and the Notice of Meeting attached hereto, shareholders shall mean registered holders.

Exercise of Discretion by Proxy Holders

The shares in respect of which the persons are named in the enclosed Form of Proxy will be voted or withheld from voting, on any ballot that may be called for, in accordance with the instructions received and, where a choice is specified, will be voted accordingly. **In the absence of such instructions, such shares will be voted IN FAVOUR of the matters set forth in the Notice of Meeting.**

The enclosed Form of Proxy confers discretionary authority with respect to amendments or variations to matters identified in the Notice of Meeting and other matters, which may properly be brought before the Meeting. At the date of this Circular, management is not aware of any such amendment or other matter to be presented for action at the Meeting. **If such amendments, variations or other business are properly presented for action at the Meeting or at any adjournment or postponement thereof, the persons designated in the enclosed Form of Proxy will vote thereon in accordance with their judgment, pursuant to the discretionary authority conferred by the proxy with respect to such amendment or matters.**

Voting Rights, Voting Shares and Principal Holders Thereof

Voting Rights and Voting Shares

As at March 23, 2017, 668,691,694 Common Shares of the Corporation were issued and outstanding, each carrying the right to one vote per Common Share. Except as hereinafter provided, at the Meeting, each holder of Common Shares shall be entitled to one vote for each such share registered in the holder's name on March 17, 2017 (the "**record date**").

Unless otherwise specified herein, the affirmative vote of a majority of the votes cast at the Meeting is required for the approval of all matters to be presented to shareholders at the Meeting. As more particularly discussed below under “Business of the Meeting”, the special resolutions need a two thirds majority or greater of votes cast in order to be approved.

The voting rights attached to the issued and outstanding Common Shares of the Corporation represent 100% of the aggregate voting rights attached to the Corporation's issued and outstanding securities.

Principal Holders of Securities

As at March 23, 2017, to the knowledge of the Corporation's directors and officers, no person beneficially owns, directly or indirectly, or exercises control or direction over, shares carrying more than ten percent (10%) of the voting rights attached to the voting securities of the Corporation.

BUSINESS OF THE MEETING

Financial Statements and Auditor's Report

The consolidated financial statements of the Corporation for the financial year ended on December 31, 2016 and the auditors' report thereon will be presented at the Meeting, but no vote thereon is required or expected. These consolidated financial statements are reproduced in the Corporation's 2016 Annual Report which was sent to all registered shareholders (except to those who informed the Corporation in writing that a copy of the consolidated financial statements was not wanted) and to the Beneficial Shareholders who requested a copy of such document. The Corporation's 2016 Annual Report is available on SEDAR (www.sedar.com) as well as on the Corporation's website (www.prometic.com).

Election of Directors

The restated articles of incorporation of the Corporation provide that the Board of Directors of the Corporation (the "**Board of Directors**" or the "**Board**") shall be made up of a minimum of three and a maximum of fifteen directors.

Twelve directors will be proposed for election at the Meeting to hold office until the next annual meeting of shareholders or until their successors are elected or appointed.

Dr. Raymond Hakim notified the Board of Directors on March 23, 2017 that he will not stand for re-election as a director at the Meeting to be held on May 10, 2017. Dr. Hakim's term will expire effective upon the conclusion of the Meeting. We thank Dr. Hakim for his dedication and contribution to the Corporation.

All of the nominees listed herein are current directors of the Corporation, with the exception of David John Jeans. See Section "Nominee for Election to the Board of Directors" for additional information on each of the nominee directors.

Majority Voting Policy

The Corporation has a Majority Voting Policy whereby any nominee for election as a director at the annual meeting of shareholders, for whom the number of votes withheld exceeds the number of votes cast in his or her favor (50 % + 1 vote), will be deemed not to have received the support of shareholders, even if he or she is elected. A director elected in such circumstances must immediately tender his or her resignation as director of the Corporation. Within 90 days of the annual meeting of shareholders, the Board shall determine whether or not to accept the resignation offer received by each director who received a majority of withheld votes, based on the Corporate Governance and Nominating Committee's recommendation. To make its recommendation, the Corporate Governance and Nominating Committee will consider all relevant factors including, without limitation, compliance with corporate or securities law requirements, applicable regulations, or commercial agreements regarding the composition of the Board, and whether or not such director is a key member of an established and active special committee which has a defined term or mandate and accepting the resignation of such director would jeopardize the achievement of such special committee's mandate. The Board shall accept the resignation absent exceptional circumstances. The Board will issue a press release announcing the resignation of the director or explaining the reasons justifying its decision not to accept the resignation.

Unless instructed to withhold the vote in the accompanying Form of Proxy, it is the intention of the persons named therein to vote the shares represented thereby "FOR" the election of each of the nominees listed in the Section "Nominee for Election to the Board of Directors". Management is not aware that any of such nominees would be unwilling or unable to serve as director if elected. If any nominee becomes unable to serve as a director for any reason prior to the Meeting, and if a shareholder authorizes the persons proposed as proxies in the accompanying Form of Proxy to act as proxy holder at the Meeting, such persons reserve the discretionary right to vote for other management nominees, unless directed to withhold from voting.

By filling in the accompanying Form of Proxy, shareholders may vote for all directors or chose to withhold their vote from some or all of the directors proposed for election.

Appointment of Auditors

The current auditors, Ernst & Young LLP, have served as auditors of the Corporation since May 2010.

The audit fees, audit-related fees, tax fees and all other fees billed by Ernst & Young LLP to the Corporation during the last financial period and during the financial period spanning from January 1, 2015 to December 31, 2015 (the "**2015 Financial Period**") are set out under the heading "*External Auditor Services Fees*" in the Annual Information Form (the "**2016 AIF**") of the Corporation for the financial year ended December 31, 2016 (the "**2016 Financial Period**"). **The 2016 AIF is available on SEDAR (www.sedar.com) as well as on the Corporation's website (www.prometic.com).**

Unless instructed to vote against in the accompanying Form of Proxy, it is the intention of the persons named therein to vote the shares represented thereby "FOR" the reappointment of Ernst and Young LLP, as auditors of the Corporation, to hold office until the next annual meeting of shareholders and to vote to authorize the Board of Directors to fix the auditors' remuneration.

Amendment to the Stock Option Plan

The Stock Option Plan (the "**Option Plan**") was established on November 4, 1997 and was amended from time to time thereafter. It provides that a maximum of 29,101,982 Common Shares may be issued thereunder. It is the Corporation's intention to increase the maximum number of Common Shares reserved for issuance under the Option Plan in order to continue providing a long-term incentive to its employees. On February 8, 2017 the Board of Directors approved an amendment (the "**Amendment**") to the Option Plan in order to increase the maximum number of Common Shares reserved for issuance thereunder from 29,101,982 to 33,434,585, which represents approximately 5% of the total number of Common Shares outstanding as of March 23, 2017.

To be effective, the increase of the maximum number of Common Shares reserved for issuance under the Option Plan must be approved by an ordinary resolution of the shareholders. A copy of the full resolution is attached hereto as **Schedule "B"**.

Unless instructed to vote against in the accompanying Form of Proxy, it is the intention of the persons named therein to vote the shares represented thereby "FOR" the approval of the increase of the number of Common Shares reserved for issuance under the Stock Option Plan.

Share Consolidation

As disclosed in the 2016 Management Information Circular, the Corporation is continuing to prepare for a secondary listing on the NASDAQ Stock Exchange. Consequently, the Corporation has built relationships with US-based investment banks from which to select lead advisors for said potential listing. In its preparation, it has received consistent advice from the said institutions and other advisors that same US institutional shareholders have practices which preclude them from investing in publicly traded companies which have a share price of less than US$10 and, accordingly, the majority of the Corporation's advisors recommend a target pricing for a NASDAQ listing at share price range of US$10 to US$20. Therefore, the proposed Share Consolidation is being contemplated to achieve the aforementioned objective and to comply with the rules of the NASDAQ Stock Exchange, which require a minimum trading price of US$3 or US$4 under specified conditions.

At the Meeting, shareholders will be asked to consider a special resolution (the "**Consolidation Resolution**"), authorizing the Board to amend the articles of the Corporation to effect a consolidation of all of the issued and outstanding Common Shares, such that the trading price of the post-consolidation Common Shares is at a minimum of US$10 per post-consolidation Common Share calculated based on the 5-day volume weighted average trading price of the Common Shares (or such consolidation ratio that will permit the Corporation to meet its above-mentioned objectives with respect to a potential secondary listing on the Nasdaq Stock Exchange) (the "**Share Consolidation**"), effective as at the discretion of the Board.

For illustrative purposes, should the 5-day volume weighted average trading price of the Common Shares prior to the consolidation be US$4[1], in order to attain a share price of US$15 per post-consolidation Common Share, the Share Consolidation would need to be effected at a minimum consolidation ratio of four for one, resulting in the number of Common Shares issued and outstanding to be reduced from 668,691,694 to approximately 167,172,924 Common Shares.

Although shareholder approval for the Share Consolidation is being sought at the Meeting, the Share Consolidation would become effective at a date in the future to be determined by the Corporation if and when it is considered to be in the best interest of the Corporation to implement the Share Consolidation. The Board of Directors may determine not to implement the Share Consolidation at any time after the Meeting without further action on the part of or notice to the shareholders.

There can be no assurance whatsoever that any increase in the market price per Common Share will result from the proposed Share Consolidation and there is no assurance whatsoever that the Common Shares of the Corporation will be listed on the NASDAQ Stock Exchange.

No fractional Common Shares of the Corporation will be issued in connection with the Share Consolidation and, in the event that a shareholder would otherwise be entitled to receive a fractional share upon such Share Consolidation, the number of Common Shares to be received by such shareholder will be rounded up or down to the nearest whole Common Share.

If the proposed Share Consolidation is approved by the shareholders and all regulatory requirements are complied with, including the approval of the Toronto Stock Exchange (the "**TSX**"), and implemented by the Board of Directors, following the announcement by the Corporation of the effective date of the Share Consolidation, registered shareholders will be sent a letter of transmittal by the Corporation's transfer agent, Computershare Trust Company of Canada, containing instructions on how to exchange their share certificates representing pre-consolidation Common Shares for new share certificates representing post-consolidation Shares. Non-registered shareholders holding their Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the Share Consolidation than those that will be put in place by the Corporation for the registered shareholders. If you hold your Shares with such a bank, broker or other nominee and if you have any questions in this regard, you are encouraged to contact your nominee.

To be effective, the Canada Business Corporations Act (the "**CBCA**") requires that the Consolidation Resolution be approved by a special resolution of the shareholders, being a majority of not less than two-thirds (2/3) of the votes cast by shareholders present in person or by proxy at the Meeting. In addition to the approval of the shareholders, the Share Consolidation requires the approval of the TSX. The Corporation has applied to the TSX for conditional approval of the proposed Share Consolidation. Such approval will be valid for one year and subject to the Corporation fulfilling standard listing conditions, including the requirement that the Corporation seek shareholder approval if it does not proceed with the Share Consolidation within a year of the TSX approval.

[1] For information purposes, US$4 would represent CDN$5.33 with the exchange rate in effect as of March 23, 2017 (US$1.00 = CDN$1.33).

The full text of the Consolidation Resolution approving the proposed Share Consolidation is attached to this Circular as **Schedule "D"**.

The Board of Directors believes that the proposed Share Consolidation is in the best interest of the Corporation and its shareholders and unanimously recommends that shareholders vote "FOR" the Consolidation Resolution. Unless instructed to vote against in the accompanying Form of Proxy, it is the intention of the persons named therein to vote the shares represented thereby "FOR" of the Consolidation Resolution.

Approval and Ratification of Acts of Directors

At the Meeting, shareholders will be asked to consider an ordinary resolution (the "**Ratification Resolution**"), to ratify, approve and confirm the actions, deeds and conduct of the directors acting in good faith on behalf of the Corporation since the last annual general meeting shareholders.

The full text of the Ratification Resolution approving the proposed approval and ratification of acts of directors is attached hereto as **Schedule "E"**.

Unless instructed to vote against in the accompanying Form of Proxy, it is the intention of the persons named therein to vote the shares represented thereby "FOR" of the Ratification Resolution.

Amendment to the Articles

At the Meeting, shareholders will be asked to consider a special resolution (the "**Articles Resolution**") to amend the articles of the Corporation to provide that the directors of the Corporation may appoint one or more additional directors in accordance with the CBCA prior to the next annual meeting of the shareholders of the Corporation.

Subsection 106(8) of the CBCA indeed provides that the directors of the Corporation may, if the articles so provide, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders. The Board has determined that it is in the best interests of the Corporation and its shareholders to amend the articles of the Corporation to enable the directors to appoint one or more directors between annual meetings of shareholders, after identifying appropriate candidates and having completed the director selection process by the Corporate Governance and Nominating Committee and the Board.

To be effective, the CBCA requires that the Articles Resolution be approved by a special resolution of the shareholders, being a majority of not less than two-thirds (2/3) of the votes cast by shareholders present in person or by proxy at the Meeting.

The full text of the Articles Resolution approving the proposed amendment to the articles is attached to this Circular as **Schedule "F"**.

Unless instructed to vote against in the accompanying Form of Proxy, it is the intention of the persons named therein to vote the shares represented thereby "FOR" of the Articles Resolution.

Other Matters

Management is not aware of any matters to be brought before the Meeting other than those set forth in the Notice accompanying this Circular.

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

Directors' Biographies

The following tables set forth the name and place of residence of each individual proposed to be nominated at the Meeting for election as a director of the Corporation, as well as each individual's position within the Corporation (where applicable), their period of service as director, their age, information relating to committee membership, independence, meeting attendance, principal occupation within the five preceding years and the number of securities of the Corporation beneficially owned or controlled, directly or indirectly, by each such individual. The information related to the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, not being within the knowledge of the Corporation, has been provided by the respective proposed directors individually, as at March 23, 2017.

PIERRE LAURIN	President and Chief Executive Officer, Prometic Non-Independent Director
Québec, Canada Age: 56 Director since 1994 **2016 AGM Voting Results**: For: 98.81% (185,033,912) Withheld: 1.19% (2,230,671)	Mr. Pierre Laurin is a senior executive with over 30 years of experience in the pharmaceutical and biotechnology industry. Involved in the development of Prometic's platform technology since 1989, Mr. Laurin founded Prometic Life Sciences Inc. in 1994. He served as Chairman until March 7, 2011 and serves as President and Chief Executive Officer of the Corporation since its inception. Among other achievements, he took the Corporation public on the Toronto Stock Exchange and has since raised over $650 million through equity and debt financing and multinational funding. Mr. Laurin's corporate development achievements also include the successful close of multiple licensing agreements and partnership agreements with multinationals, including two strategic agreements with the American Red Cross. Mr. Laurin's prior experience also includes positions with various pharmaceutical companies, including Nordic Laboratories (now Sanofi) where he played a pivotal role in the commercial success of Cardizem® in Canada. Mr. Laurin holds a B.Sc. in Pharmacy and a Master's degree in Pharmaceutical Sciences from the University of Montreal.

Value of Total Compensation Received as Director	
Financial Year	**Value ($)**
2015	N/A
2016	N/A

Ownership		
Common Shares (#)	**Guidelines**	**Meets Ownership Requirements**
11,902,290	600,000	Yes

Board/Committee Membership			
Member of:	**Position Held**	**Meeting Attendance**	
Board	Member	10/10	100%
Audit and Risk Committee	Attendee	5/5 (1)	100%
HR and Compensation Committee	Attendee	6/6	100%
Corporate Governance and Nominating Committee	Attendee	5/5	100%
Plasma Strategy Development and Asset Monetization Committee	Member	4/4	100%
Defense Strategy Committee	Attendee	2/2	100%
Other Public Directorships in the Past 5 Years			
None			

(1) Mr. Laurin was not invited to participate to the two special meetings held by the Audit and Risk Committee.

SIMON GEOFFREY BEST	Chairman of the Board of Directors Independent Director
Edinburgh, United Kingdom Age: 60 Director since 2014 **2016 AGM Voting Results:** For: 99.55% 186,428,802 Withheld: 0.45% 835,781	Prof. Best is a seasoned veteran of the global Lifescience Industry with experience, both as a Founder, Chief Executive Officer and Chairman or board member of entrepreneurial companies and as a Chairman or board member of major industry bodies and public sector institutions in the UK, USA, Europe, Asia and Latin America including the UK BioIndustry Association (BIA) and the US Biotechnology Industry Organization (BIO). He is also an experienced Angel, Venture Capital and Private Equity investor. In 1999, the World Economic Forum nominated him a Global Leader of Tomorrow and in 2000, a Technology Pioneer of the Year. In 1999, he was nominated as "Science and Technology Venturer of the Year" by the Financial Times. He was awarded the London Business School Alumni Achievement Prize in 2007. He holds an MBA from London Business School and an Honorary Doctorate and B.Mus from York University. In 2007, he was elected a Fellow of the Royal Society of Edinburgh. In 2008, he was awarded an OBE by Queen Elizabeth II and appointed a Visiting Professor of Medicine by the University of Edinburgh. On November 4, 2015, Prof. Best was elected to the board of Evofem Inc., a women's health company based in San Diego. From March 2010 to August 2015, Prof. Best was the Chairman of Edinburgh BioQuarter with responsibility for company formation and technology transfer for the University of Edinburgh. In September 2015, this entity was replaced by Sunergos Innovations Limited. Sunergos was reabsorbed by the University in February 2017 after which Prof. Best continued to serve as a Senior Advisor. Prof. Best held also the position of Chief Executive Officer at Aquapharm Biodiscovery Ltd. (a company in the sector of drug discovery) from May 2010 to November 2012.

	%	#
For:	99.55%	186,428,802
Withheld:	0.45%	835,781

Value of Total Compensation Received as Director

Financial Year	Value ($)
2015	243,500
2016	284,462

Ownership

Common Shares (#)	Guidelines	Meets Ownership Requirements
300,000	300,000	Yes

Board/Committee Membership

Member of:	Position Held	Meeting Attendance	
Board	Chairman	10/10	100%
Audit and Risk Committee	Member	7/7	100%
HR and Compensation Committee	Member	6/6	100%
Corporate Governance and Nominating Committee	Member	5/5	100%
Plasma Strategy Development and Asset Monetization Committee	Chairman	4/4	100%
Defense Strategy Committee	Chairman	2/2	100%

Other Public Directorships in the Past 5 Years

None

ANDREW BISHOP		Independent Director
Ontario, Canada Age: 51		Mr. Andrew Bishop is a Partner and Co-Founder of Bingley Capital Inc., and brings over 20 years of experience in advising biotech and health care companies. He has worked on over 100 financing and M&A transactions over his career. Prior to establishing Bingley Capital in 2009, he held senior roles in investment banking, including Head of Health Care Investment Banking at HSBC Securities (Canada) Inc., where he covered biotech, pharma, and specialty pharma companies. He started his career in investment banking focused on companies in Quebec. For the past nine years, Mr. Bishop served as a Director and Chair of Willow Breast & Hereditary Cancer Support, a not-for-profit organization focused on breast and hereditary cancer. Mr. Bishop received an International M.B.A. (with Distinction) from the Schulich School of Business at York University, and a Bachelor of Arts in Political Science and Economics from McGill University. He also received his Chartered Financial Analyst designation.
Director since 2015 **2016 AGM Voting Results:** % / # For: 99.75% 186,793,554 Withheld: 0.25% 471,029		
Value of Total Compensation Received as Director		
Financial Year	**Value ($)**	
2015	116,250	
2016	135,000	

Ownership		
Common Shares (#)	**Guidelines**	**Meets Ownership Requirements**
30,000	200,000	*Requirement must be met by May 2018*

Board/Committee Membership			
Member of:	**Position Held**	**Meeting Attendance**	
Board	Member	10/10	100%
Audit and Risk Committee	Member	7/7	100%
Defense Strategy Committee	Member	1/1(1)	100%
Other Public Directorships in the Past 5 Years			
Company Name	**Stock Exchange**		
Arch BioPartners	TSXV		

(1) Mr. Bishop was appointed to the Defense Strategy Committee on May 11, 2016.

STEFAN CLULOW	Non-Independent Director
Ontario, Canada Age: 46 Director since 2014 **2016 AGM Voting Results:** % / # For: 95.39% 178,637,558 Withheld: 4.61% 8,627,025	Mr. Stefan Clulow is Managing Director and Chief Investment Officer of Thomvest Asset Management Inc., a private investment firm. Mr. Clulow sits on the boards of a number of private companies and charitable organizations. Mr. Clulow received a B.A. and an LL.B. from McGill University. He is a member of the State Bar of California and the Law Society of Upper Canada.

Value of Total Compensation Received as Director	
Financial Year	**Value ($)**
2015	120,000
2016	132,463

Ownership		
Common Shares (#)	**Guidelines**	**Meets Ownership Requirements**
90,000	*Exempt from the Policy*	N/A

Board/Committee Membership			
Member of:	**Position Held**	**Meeting Attendance**	
Board	Member	10/10	100%
Plasma Strategy Development and Asset Monetization Committee	Member	4/4	100%
Other Public Directorships in the Past 5 Years			
None			

KENNETH GALBRAITH	Independent Director
British Columbia Age: 54 Director since August 10, 2016 **2016 AGM Voting Results:** For: N/A % / N/A # Withheld: N/A % / N/A #	Mr. Kenneth Galbraith is the Managing Director of Five Corners Capital. He joined Ventures West as a General Partner in 2007 and led the firm's biotech practice prior to founding Five Corners Capital in 2013 to continue managing the Ventures West investment portfolio. Mr. Galbraith is a well-known and active member of the North American life sciences community with over 30 years of experience acting as an executive, director, investor and advisor to companies in the biotechnology, medical device, pharmaceutical and healthcare sectors. Previously, Mr. Galbraith served as the Chairman and Interim CEO of AnorMED, a biopharmaceutical company focused on new therapeutic products in hematology, HIV and oncology, until its sale to Genzyme Corp. in a cash transaction worth almost US$600 million. Starting in the biotech sector in 1987, Mr. Galbraith spent 13 years in senior management with QLT Inc., a global biopharmaceutical company specializing in developing treatments for eye diseases and oncology, retiring in 2000 from his position as Executive VP and CFO when QLT's market capitalization exceeded US$5 billion. He has served on the board of directors of several public and private biotechnology companies, including Zymeworks, Angiotech Pharmaceuticals (ANPI), Aquinox (AQXP), Alder Pharmaceuticals (ALDR), Tekmira (TKMR) and Cardiome Pharma (CRME). He currently serves on the Board of Directors of Macrogenics (MGNX) and Profound Medical. Mr. Galbraith earned a Bachelor of Commerce (Honours) degree from the University of British Columbia in 1985 and appointed a Fellow of the Chartered Accountants of BC in 2013.

Value of Total Compensation Received as Director

Financial Year	Value ($)
2015	N/A
2016	94,360

Ownership

Common Shares (#)	Guidelines	Meets Ownership Requirements
0	200,000	*Requirement must be met by May 2020*(1)

Board/Committee Membership

Member of:	Position Held	Meeting Attendance	
Board	Member	5/5(2)	100%
HR and Compensation Committee	Member	2/2(2)	100%
Plasma Strategy Development and Asset Monetization Committee	Member	2/2(2)	100%

Other Public Directorships in the Past 5 Years

None

(1) In the event that Mr. Galbraith is duly nominated to the Board of Directors at the next Meeting on May 10, 2017.
(2) Mr. Galbraith was appointed to the Board of Directors on August 10, 2016.

DAVID JOHN JEANS	Independent Director
Buckinghamshire, England Age: 67 New nominee	Mr. David John Jeans, CBE, CEng, BSc MIChemE, is currently Chairman of Imanova, and Edinburgh Molecular Imaging, and a non-executive Director of Renishaw plc. He was previously the Chair of Cardiff University and a Director of the University Employers Association. From 2009 to 2011, Mr. Jeans was Deputy Chief Executive of the Medical Research Council, a member of its Audit and Risk Committee and Chaired the Trustee Board of MRC Technology until 2014. An advisor to public and third sector organizations, he was appointed by the Prime Minister of United Kingdom in 2014 as the Life Science Champion for medical technology. Mr. Jeans has lead Innovate UK's Stratified Medicine Advisory Board since 2009 and the KTN's Health Board since 2104, and has contributed to advisory panels for the MRC, EPSRC, NIHR and the Wellcome Trust. He serves on several Government bodies including the Ministerial Committee on Medical Technologies since 2012, was an inaugural member of the Science Advisory Council for Wales in 2012 and a founder Trustee of the Francis Crick Institute in 2010. He is also Chair of the Strategic Advisory Panel for the Singapore Government's Diagnostics Hub since 2014. In an industrial career spanning 35 years, he held senior international leadership positions in global companies including Smith & Nephew, Bristol Myers Squibb, Johnson & Johnson and Amersham plc. Mr. Jeans headed the commercial function of GE's Life Science business and was the Chairman of its UK Healthcare Company. His domain experience ranges from medical devices and therapeutic pharmaceuticals to in-vivo and in-vitro diagnostics; encompassing research, product development, manufacturing and commercialization. Mr. Jeans is engaged with international, national and local charities including the Africa Research Excellence Fund and the Clare Foundation. He was awarded the CBE for services to Life Sciences, Healthcare and Science in 2012.

Ownership		
Common Shares (#)	**Guidelines**	**Meets Ownership Requirements**
0	200,000	*Requirement must be met by May 2020*[(1)]

Other Public Directorships in the Past 5 Years
None

(1) In the event that Mr. Jeans is duly nominated to the Board of Directors at the next AGM on May 10, 2017.

CHARLES N. KENWORTHY	
California, United States Age: 58	
Director since 2013	
2016 AGM Voting Results:	

	%	#
For:	59.73%	111,844,721
Withheld:	40.27%	75,419,862

Value of Total Compensation Received as Director

Financial Year	Value ($)
2015	99,000
2016	104,800

Non-Independent Director

Mr. Charles N. Kenworthy is Executive Vice-President, Corporate Strategy, NantWorks, LLC since 2011. Mr. Kenworthy received his Bachelor of Arts from the University of California, Los Angeles, in 1980 and his Juris Doctorate from the University of San Diego School of Law in 1985. He joined the law firm of Allen Matkins in the mid-1980's and was a partner when he departed in 2006. Thereafter, he joined Abraxis Biosciences, LLC as Executive Vice-President, Corporate Strategy.

Ownership

Common Shares (#)	Guidelines	Meets Ownership Requirements
0	*Exempt from the Policy*	N/A

Board/Committee Membership

Member of:	Position Held	Meeting Attendance	
Board	Member	0/10	0%

Other Public Directorships in the Past 5 Years

None

LOUISE MÉNARD	Independent Director
Québec, Canada Age: 68 Director since 2009 **2016 AGM Voting Results:** % # For: 99,73% 186,758,269 Withheld: 0.27% 506,314	Ms. Louise Ménard is President and director of Groupe Méfor Inc., a family holding company since 1997. From August 2007 to October 2016, she served on the board of directors of the *Société des alcools du Québec* (SAQ), was chair of its Governance Committee from 2007 to 2014, member of its Human Resources Committee from 2007 to 2016 and member of its Commercial Practices Committee from 2014 to 2016. Ms. Ménard also serves on the board of the directors of La Pièta since December 2012. From 2004 to 2007, Ms. Ménard served as board member of Comcorp Inc. (now Assuris Inc.), and was member of its Corporate Governance Committee and its Communications Committee. She also served on the board of directors of the Montreal Heart Institute Foundation from 1991 to 2006, and was a member of its Executive Committee from 1992 to 1998. From 2000 to 2002, she acted as Chairman of the board of directors of Alena Capital Inc. and from 1999 to 2001, she was on the board of directors of Bruneau Minerals Inc., a public company listed on the Montreal Stock Exchange. From 2003 to 2011, she was on the board of directors, and was a member of the Executive Committee (2003 and 2004) and the Corporate Governance Committee (2010) of On the Tip of the Toes Foundation and from 1988 to 1997, she was Vice president Legal Affairs of Sodarcan Inc., a public company listed on the TSX (now Aon Canada). She holds an LL.L from Université de Montréal (1973) and has graduated from the College of Directors of Laval University in 2009.

Value of Total Compensation Received as Director	
Financial Year	**Value ($)**
2015	149,750
2016	164,325

Ownership		
Common Shares (#)	**Guidelines**	**Meets Ownership Requirements**
404,948	200,000	Yes

Board/Committee Membership			
Member of:	**Position Held**	**Meeting Attendance**	
Board	Member	10/10	100%
HR and Compensation Committee	Member	6/6	100%
Corporate Governance and Nominating Committee	Chairman	5/5	100%
Defense Strategy Committee	Member	2/2	100%
Other Public Directorships in the Past 5 Years			
None			

PAUL MESBURIS	Independent Director
Ontario, Canada Age: 47 Director since 2009 **2016 AGM Voting Results:** % / # For: 99.75% 186,787,854 Withheld: 0.25% 476,729	Mr. Paul Mesburis is the Managing Principal of Empyrean Capital, and has more than twenty years of international experience in financial and capital markets. His capital markets experience encompasses senior roles for both buy-side and sell-side firms. On the buy-side, he has managed portfolios for global investment strategies in both debt and equities. On the sell-side, his experience includes senior roles in mergers and acquisitions, investment banking, and institutional equity research at HSBC Securities, Scotiabank Global Banking and Markets and Deutsche Bank Securities. His views on investments have been quoted in the media, including Report on Business of The Globe and Mail and the Financial Post, as well as the subject of features on BNN - Business News Network. In 2012, he was honoured with a Canadian Lipper Fund Award which recognizes funds that have excelled in delivering consistently strong risk-adjusted performance, relative to their peers. He received his Master of Business Administration degree from the Schulich School of Business at York University, his Bachelor of Arts degree from the University of Toronto, and has completed Executive Education at Harvard Business School. Mr. Mesburis holds the Chartered Professional Accountant (Ontario), Certified Public Accountant (Illinois), and a Chartered Financial Analyst designations. He is a member of the Institute of Corporate Directors. Mr. Mesburis serves on the board of directors and is the Chair of the Audit Committees of Avivagen Inc. and EEStor Corp. In addition, he is the Lead Director of Avivagen Inc. and Co-Chair of EEStor Corp.

Value of Total Compensation Received as Director

Financial Year	Value ($)
2015	157,250
2016	183,450

Ownership

Common Shares (#)	Guidelines	Meets Ownership Requirements
690,007	200,000	Yes

Board/Committee Membership

Member of:	Position Held	Meeting Attendance	
Board	Member	10/10	100%
Audit and Risk Committee	Chairman	7/7	100%
Defense Strategy Committee	Member	2/2	100%

Other Public Directorships in the Past 5 Years

None

JOHN MORAN	Chief Medical Officer, Prometic Non-independent Director
California, United States Age: 71 Director since 2012 **2016 AGM Voting Results:** % # For: 97.06% 181,754,031 Withheld: 2.94% 5,510,552	Dr. John Moran MD, FRACP, FACP, FACPE, has served as Chief Medical Officer of ProMetic since March 1, 2014. From 2010 until joining the Corporation, Dr. Moran was Vice President, Clinical Affairs - Home modalities at DaVita Healthcare Partners Inc. where he had the overall responsibility for quality of care and related business issues for over 20,000 home dialysis patients in over 1,000 care centers. Previously, Dr. Moran served for eight years as Senior Vice President, Clinical Affairs for Satellite Healthcare. Dr. Moran also served at Baxter Healthcare as Global Medical Director for the Renal Division for five years and for two years as Vice President for Clinical Development and Marketing. Dr. John Moran sits on the board of directors of Intelomed, Inc., a US private company.

Value of Total Compensation Received as Director	
Financial Year	**Value ($)**
2015	N/A
2016	N/A

Ownership		
Common Shares (#)	**Guidelines**	**Meets Ownership Requirements**
723,961	400,000	Yes

Board/Committee Membership			
Member of:	**Position Held**	**Meeting Attendance**	
Board	Member	8/10	80%

Other Public Directorships in the Past 5 Years
None

NANCY ORR	Independent Director
Québec, Canada Age: 66 Director since 2010 **2016 AGM Voting Results:** % # For: 99.70% 186,697,962 Withheld: 0.30% 566,621	Ms. Nancy Orr is a consultant with 30 years of experience in the development, financing and management of industrial projects, primarily in the energy and recycling sectors. She was President of Dynamis Group Inc., from 1991 to 2007, a private company that developed, built and operated cogeneration power plants and recycled paper and wood facilities. She has significant international experience, having worked in North Africa, Czech Republic, California, Spain, Ecuador and Canada. Throughout her career, Ms. Orr has served on several boards and audit committees of public, private and government entities. She has been a director and member of the audit committees of the Bank of Canada, Dundee Wealth Management Inc., Marleau, Lemire Securities, Fibrek Inc., Donohue Inc., HEC-Montreal and Redline Communications Inc., as well as a director of Palos Capital, *Services Financiers de la Caisse de dépôt et placement du Québec*, Socanav Inc., the Canada Arts Council Investment Committee and the Montreal Cardiology Institute. She graduated with a MBA from Queen's University in 1974 and a CA from McGill in 1977. She became a Fellow of the Quebec Order of Chartered Accountants in 1988. Ms. Orr currently sits on the board of directors of Mercer International Inc. and *Ressources Quebec*, a subsidiary of *Les Investissements Quebec.*

Value of Total Compensation Received as Director	
Financial Year	**Value ($)**
2015	150,750
2016	149,775

Ownership		
Common Shares (#)	**Guidelines**	**Meets Ownership Requirements**
276,738	200,000	Yes

Board/Committee Membership			
Member of:	**Position Held**	**Meeting Attendance**	
Board	Member	10/10	100%
Audit and Risk Committee	Member	7/7	100%
HR and Compensation Committee	Chairman	6/6	100%
Defense Strategy Committee	Member	2/2	100%

Other Public Directorships in the Past 5 Years	
Company Name	**Stock Exchange**
Mercer International Inc.	Nasdaq
Fibrek Inc.	TSX

BRUCE WENDEL	
Connecticut, United States Age: 63	
Director since 2008	

2016 AGM Voting Results:

	%	#
For:	97.05%	181,742,002
Withheld:	2.95%	5,522,581

Value of Total Compensation Received as Director

Financial Year	Value ($)
2015	120,000
2016	129,963

Non-Independent Director

Mr. Bruce Wendel is Chief Strategy Officer of Hepalink USA since June 2012. Mr. Wendel was Acting Chief Executive Officer of Scientific Protein Laboratories LLC from December 2014 to June 2015, a subsidiary of Shenzhen Hepalink Pharmaceutical CO., Ltd. From 2011 to 2012, he was consultant in the pharmaceutical industry. Mr. Wendel served as Vice Chairman and Chief Executive Officer of Abraxis BioScience until October 15, 2010, when Abraxis was acquired by Celgene Corporation. He was with Abraxis BioScience as of May 2006 and served as Executive Vice President of Corporate Development of Abraxis BioScience until being appointed as Executive Vice President of Corporate Operations and Development in November 2007. Mr. Wendel joined American Pharmaceutical Partners (APP) in 2004 as Vice President of Corporate Development. He began his 14 years with Bristol-Myers Squibb as in-house counsel before shifting to business and corporate development. Before joining APP, he served as Vice President, Business Development and Licensing for IVAX Corporation, a generic drug manufacturer. Previously, Mr. Wendel served in the legal departments of Playtex and Combe. He earned a Juris Doctorate degree from Georgetown University Law School, where he was an editor of Law and Policy in International Business, and a B.S. from Cornell University.

Ownership

Common Shares (#)	Guidelines	Meets Ownership Requirements
388,209	200,000	Yes

Board/Committee Membership

Member of:	Position Held	Meeting Attendance	
Board	Member	9/10	90%
Plasma Strategy Development and Asset Monetization Committee	Member	4/4	100%

Other Public Directorships in the Past 5 Years

None

Additional Disclosure Relating to Directors

Except as indicated below, and to the knowledge of the Corporation as at the date hereof, none of the proposed directors:

a) is or has been, within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,

   i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

   ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the proposed director was acting in the capacity as director, chief executive office or chief financial officer;

b) is, as at the date hereof, or has been within ten years prior, a director or executive officer of any company (including the Corporation) that, while the proposed director was acting in that capacity, or within a year of the proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

c) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

d) has not (i) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority; (ii) entered into a settlement agreement with a securities regulatory authority; or (iii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Prof. Simon Best was Chairman of Ardana PLC, a publicly-traded company on the London Stock Exchange in the United Kingdom, which went into administration on June 30, 2008. The company was unable to complete refinancing or a possible sale or merger within the required timeframe. Concurrently, trading in the company's shares was suspended.

Ms. Nancy Orr was a director of Redline Communications Group Inc. ("**Redline**"), a publicly traded company, from September 2008 to 2010 and interim Chief Financial Officer from September 2009 to 2010. In March 2010, it was determined that Redline had not followed proper accounting treatment, resulting in a restatement of the audited financial statements for the fiscal years ended December 31, 2007 and 2008. Between April 7, 2010 and June 23, 2010, the Ontario Securities Commission and the *Autorité des marchés financiers* issued several temporary cease trade orders. The last cease trade order was lifted on February 4, 2011.

Director Compensation

Compensation Policy

The directors of the Board (the "**Directors**") have an active role in assisting the Corporation in defining its business strategies, implementing competitive compensation practices and promoting "best in class" governance practices that contribute to increasing shareholder value. The Human Resources and Compensation Committee (the "**HR and Compensation Committee**") reviews the compensation paid to Directors against its peer group and recommends any adjustments deemed appropriate for approval by the Board of Directors in the first quarter of each year.

In May 2016, the HR and Compensation Committee amended the Director's compensation policy following their analysis of the peer group. Those amendments included the following changes:

- The Chairman of the Board's total compensation now encompasses the annual retainers and attendance fees to which he would have been entitled to as Chairman and/or member of the committees;
- No option of other compensation for the Chairman of the Board (see below under "*Options of Board Annual Retainer*").

As a general rule, Directors who are executives of the Corporation do not receive any remuneration for serving as directors.

Directors Peer Group

In establishing a remuneration benchmark for the Board, the HR and Compensation Committee reviewed the compensation of directors of the corporations in the Peer Group (see "Compensation, Discussion & Analysis - Benchmarking" on page 34 below) used for benchmarking the Named Executive Officers' (the "**NEOs**") compensation. The Corporation aims to align the Directors' compensation with the comparators as well as to reflect the Directors' responsibilities and workload.

Director Compensation Program

The following table describes the director compensation program for the period spanning from May 11, 2016 to May 10, 2017 (the "**2016-2017 Mandate**"), as compared to the director compensation program that was in effect for the period spanning from May 12, 2015 to May 11, 2016 (the "**2015-2016 Mandate**").

Options of Board Annual Retainer

Except for the Chairman of the Board, the non-executive directors (the "**Non-Executive Directors**") have the option, at their sole discretion, to either receive (i) an annual retainer of $6,000 payable in cash and $100,000 worth of Stock Options (the "**Option 1**") or (ii) $42,400 payable in cash and $63,600 worth of Stock Options (the "**Option 2**"). The Chairman of the Board received an annual retainer of $198,174 payable in cash and $100,000 worth of Stock Options which includes any annual retainers and attendance fees to which he would have been entitled to as Chairman and/or member of the committees.

	Director Compensation Program	
	2016-2017 Mandate	**2015-2016 Mandate**
Chairman of Board		
Annual Retainer: Option 1	$198,174 + $100,000 worth of stock options(1)(2)	$70,000 + $105,000 worth of stock options(1)
Annual Retainer: Option 2	Non applicable	$175,000 worth of stock options(1) only
Attendance Fees	Non applicable(2)	$1,500 / meeting(3)
Non-Executive Directors		
Annual Retainer: Option 1	$6,000 + $100,000 worth of stock options(1)	$40,000 + $60,000 worth of stock options(1)
Annual Retainer: Option 2	$42,400 + $63,600 worth of stock options(1)	$100,000 worth of stock options(1) only
Attendance Fees	$2,000 / meeting(4)	$1,500 / meeting(3)
Committee Chairmans		
Additional Annual Retainer		
Audit and Risk	$18,000	$15,000
HR and Compensation	$13,750	$13,000
Corporate Governance and Nominating	$13,750	$13,000
Plasma Strategy Development and Asset Monetization ("PSDAM")	Non applicable(2)(5)	$15,000
Defense Strategy	Non applicable(2)(5)	$15,000
Attendance Fees	$1,600 / meeting(4) Except for: PSDAM, $1,775(4); and Defense Strategy, $1,600(4)	$1,500 / meeting(3) Except for: PSDAM, $3,000 / meeting(6)
Non-Chairman Committee Members		
Additional Annual Retainer		
Audit and Risk	$8,400	$7,000
HR and Compensation	$5,300	$5,000
Corporate Governance and Nominating	$5,300	$5,000
PSDAM	$4,275	$7,000
Defense Strategy	$7,400	$7,000
Attendance Fees	$1,600 / meeting(4) Except for: PSDAM, $1,775 / meeting(4)	$1,500 / meeting(3) Except for: PSDAM, $3,000 / meeting(6)

(1) Vesting: 25% on the 1st day of August, November, February and May following the director's nomination at the Annual General Meeting of Shareholders in May.

(2) The compensation of the Chairman of the Board includes any annual retainers and attendance fees he would be entitled to as Chairman and/or members of the committees.

(3) Reduced to $750 for special meetings.

(4) Reduces to $1,000 for special meetings.

(5) The Chairman of the PSDAM and Defense Strategy Committee is Prof. Simon Best, Chairman of the Board.

(6) Reduced to $1,500 for special meetings.

Summary Compensation Table

The following table shows the total dollar value of all cash and option-based compensation earned by each director during the 2016 Financial Period, with the exception of Mr. Pierre Laurin and Dr. John Moran, who as executive Directors, receive no compensation for such role.

2016 Summary Compensation Table						
	Fees earned					
Name	Board Annual Cash Retainer[1] ($)	Committee Annual Cash Retainer[1] ($)	Attendance Fee ($)	Total Cash Compen-sation ($)	Option-based awards[2] ($)	Total Compensa-tion ($)
Simon Geoffrey Best[3]	134,087[4][5]	23,500[5][12][13]	21,000[5]	178,587	78,743	257,330
Andrew Bishop	3,000	11,400[6][16]	24,300	38,700	78,743	117,443
Stefan Clulow	3,000	5,638[8]	23,825[7]	32,463	78,743	111,206
Kenneth Galbraith[9]	10,600	2,394[8][10]	15,750	28,744	38,117	66,861
Raymond M. Hakim[23]	3,000	10,300[10][11]	31,500	44,800	78,743	123,543
Charles Kenworthy	41,200[14][15]	0	0	41,200	50,081	91,281
Louise Ménard[20]	3,000	25,725[10][16][17]	35,600[7]	64,325	78,743	143,068
Paul Mesburis[21]	3,000	26,350[11][16][18]	27,400	56,750	78,743	135,493
Nancy Orr[22]	21,200	28,275[6][16][19]	36,700	86,175	50,081	136,256
Bruce Wendel	3,000	5,638[8]	21,325	29,963	78,743	108,706
Benjamin Wygodny[24]	0	2,500[11]	3,000	5,500	0	5,500
Total	**225,087**	**141,720**	**240,400**	**607,206**	**689,480**	**1,296,686**

(1) Cash retainer under this column includes amounts earned during the 2016 Financial Period. Given that the payment of the cash retainer is made in four installments over two financial periods, a portion of that cash retainer relates to the 2015-2016 Mandate and another portion to the 2016-2017 Mandate.

(2) In determining the fair value of the options awards, the Black-Scholes-Merton model, was used, with the following assumptions:

Risk-free interest rate:	0,7%
Dividend yield:	0%
Expected volatility of share price:	64%
Expected life of the option:	2.91 years

The fair value of the option awards was estimated using the Black Scholes option pricing model, a common valuation methodology which uses the same assumptions for determining the equity-based compensation expense in the Corporation's financial statements for the year-ended December 31, 2016 in accordance with the International Financial Reporting Standards (IFRS).

(3) Prof. Simon Best is Chairman of the Board, Chairman of the PSDAM Committee and Chairman of the Defense Strategy Committee.

(4) For the 2015-2016 Mandate, Prof. Simon Best, Chairman of the Board, chose to receive his annual retainer of $70,000 ($35,000 earned in the 2015 Financial Period) in cash and $105,000 worth of stock options for his term beginning May 13, 2015.

(5) For the 2016-2017 Mandate, Prof. Simon Best, Chairman of the Board, received his annual retainer of $198,174 ($99,087 earned in the 2016 Financial Period) in cash and $100,000 worth of stock options for his term beginning May 11, 2016. His annual retainer includes attendance fee to the Board meetings as well as any other annual retainers and attendance fees he would be entitled to as Chairman and/or member of any committees.

(6) For the 2015-2016 Mandate, each Member of the Audit and Risk Committee was entitled to receive $7,000 ($3,500 earned in the 2016 Financial Period); $8,400 for the 2016-2017 Mandate ($4,200 earned in the 2016 Financial Period).

(7) Non-Executive Directors were invited to participate to an Audit and Risk Committee's seminar; the participants were entitled to receive an attendance fee.

(8) For the 2015-2016 Mandate, each Member of the PSDAM Committee was entitled to receive $7,000 ($3,500 earned in the 2016 Financial Period); $4,275 for the 2016-2017 Mandate ($2,137.50 earned in the 2016 Financial Period).

(9) Mr. Kenneth Galbraith was appointed to the Board of Directors on August 10, 2016.

(10) For the 2015-2016 Mandate, each Member of the HR and Compensation Committee was entitled to receive $5,000 ($2,500 earned in the 2016 Financial Period); $5,300 for the 2016-2017 Mandate ($2,650 earned in the 2016 Financial Period).

(11) For the 2015-2016 Mandate, each Member of the Corporate Governance and Nominating Committee was entitled to receive $5,000 ($2,500 earned in the 2016 Financial Period); $5,300 for the 2016-2017 Mandate ($2,650 earned in the 2016 Financial Period).

(12) For the 2015-2016 Mandate, Prof. Best was entitled to receive $15,000 as Chair of the PSDAM Committee ($7,500 earned in the 2016 Financial Period); $0 for the 2016-2017 Mandate.

(13) For the 2015-2016 Mandate, Prof. Best was entitled to receive $15,000 as Chairman of the Defense Strategy Committee ($7,500 earned in the 2016 Financial Period); $0 for the 2016-2017 Mandate.

(14) For the 2015-2016 Mandate, Mr. Charles Kenworthy chose to receive his annual retainer of $40,000 in cash ($20,000 earned in the 2015 Financial Period) and $60,000 worth of stock options.

(15) For the 2016-2017 Mandate, Mr. Charles Kenworthy chose to receive his annual retainer of $42,400 in cash ($21,200 earned in the 2016 Financial Period) and $63,600 worth of stock options.

(16) For the 2015-2016 Mandate, each Member of the Defense Strategy Committee was entitled to receive $7,000 ($3,500 earned in the 2016 Financial Period); $7,400 for the 2016-2017 Mandate ($3,700 earned in the 2016 Financial Period).

(17) For the 2015-2016 Mandate, Ms. Louise Ménard was entitled to receive $13,000 as Chair of the Corporate Governance and Nominating Committee ($6,500 earned in the 2016 Financial Period); $13,750 for the 2016-2017 Mandate ($6,875 earned in the 2016 Financial Period).

(18) For the 2015-2016 Mandate, Mr. Paul Mesburis was entitled to receive $15,000 as Chairman of the Audit and Risk Committee ($7,500 earned in the 2016 Financial Period); $18,000 for the 2015-2016 Mandate ($8,000 earned in the 2016 Financial Period).

(19) For the 2015-2016 Mandate, Ms. Nancy Orr was entitled to receive $13,000 as Chairman of the HR and Compensation Committee ($6,500 earned in the 2016 Financial Period); $13,750 for the 2016-2017 Mandate ($6,875 earned in the 2016 Financial Period).

(20) Ms. Louise Ménard is Chairman of the Corporate Governance and Nominating Committee.

(21) Mr. Paul Mesburis is Chairman of the Audit and Risk Committee.

(22) Ms. Nancy Orr is Chairman of the HR and Compensation Committee.

(23) Dr. Raymond Hakim will not stand for re-election on the Board at the next Meeting on May 10, 2017.

(24) Mr. Benjamin Wygodny did not stand for re-election on the Board at the Annual General and Special Meeting of Shareholders on May 11, 2016.

Director Shareholding Policy

To align director interests with those of the Corporation's shareholders, the Corporation adopted a minimum shareholding policy for directors (the "**Director Shareholding Policy**"), thereby reinforcing the Board's commitment to the long-term success of the Corporation. Under the Director Shareholding Policy, each Non-Executive Director shall acquire a minimum of common shares in the Corporation and retain the required amount of Common Shares for the entire term as Board member. The minimum ownership requirement is 200,000 Common Shares for Directors and 300,000 Common Shares for the Chairman of the Board (the "**Minimum Ownership**"). Directors have a maximum period of three years following their first election by the shareholders to reach the Minimum Ownership, starting at the adoption of the Director Shareholding Policy.

Mr. Stefan Clulow is exempt from acquiring the Minimum Ownership pursuant to an agreement entered into between Structured Alpha LP and the Corporation. The Corporate Governance and Nominating Committee has decided to use its discretionary authority pursuant to the Director Shareholding Policy in order to exempt Mr. Charles Kenworthy from acquiring the Minimum Ownership.

Equity Ownership

Outstanding Option-Based Awards

The following table indicates the number and value of option-based awards outstanding at the end of the 2016 Financial Period, with the exception of Mr. Pierre Laurin and Dr. John Moran who, as executive directors, receive no compensation as directors. The outstanding stock options held by Mr. Laurin and Dr. Moran are detailed in the table entitled *Outstanding Share-based Awards and Option-based Awards* on page 46 below. No share-based awards were provided to Directors during the 2016 Financial Period.

For the 2016-2017 mandate, seven out of ten Directors chose to receive their annual retainer mainly in the form of options.

Option-Based Awards				
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[(1)] ($)
Simon Best	62,204	3.00	Mai 25, 2021	0
Andrew Bishop	80,710 62,204	2.44 3.00	June 8, 2020 Mai 25, 2021	0
Stefan Clulow	76,110 80,710 62,204	1.59 2.44 3.00	September 17, 2019 June 8, 2020 Mai 25, 2021	48,710 0 0
Kenneth Galbraith	32,896	2.80	September 2, 2021	0
Raymond Hakim	200,000 200,000[(2)] 133,659 80,710 62,204	0.34 0.34 1.10 2.44 3,00	May 21, 2018 May 21, 2018 May 27, 2019 June 8, 2020 Mai 25, 2021	378,000 378,000 151,035 0 0
Charles Kenworthy	50,556 48,426 39,562	2.10 2.44 3.00	November 25, 2019 June 8, 2020 Mai 25, 2021	6,572 0 0
Louise Ménard	150,000 200,000 200,000 133,659 80,710 62,204	0.15 0.12 0.34 1.10 2.44 3.00	February 19, 2017 June 24, 2017 May 21, 2018 May 27, 2019 June 8, 2020 Mai 25, 2021	312,000 422,000 378,000 151,035 0 0
Paul Mesburis	50,000 50,000 133,659 80,710 62,204	0.12 0.34 1.10 2.44 3.00	June 24, 2017 May 21, 2018 May 27, 2019 June 8, 2020 Mai 25, 2021	105,500 94,500 151,035 0 0
Nancy Orr	80,710 39,562	2.44 3.00	June 8, 2020 Mai 25, 2021	0 0
Bruce Wendel	150,000 20,000[(3)] 200,000 133,659 80,710 62,204	0.15 0.12 0.34 1.10 2.44 3.00	February 19, 2017 June 24, 2017 May 21, 2018 May 27, 2019 June 8, 2020 Mai 25, 2021	312,000 42,200 378,000 151,035 0 0

(1) The value of unexercised in-the-money options is the difference between the closing price of the Common Shares on December 31, 2016 on the TSX ($2.23) and the exercise prices of the stock options. As of December 31, 2016, the options were not exercised and may never be. The actual gains, if any, depend on the value of the aforesaid shares on the date of exercise, if case arises.

(2) These options were granted by the Board of Directors as a special grant pursuant to the achievement of specific objectives determined by the Corporation's President and CEO.

(3) These stock options were granted under Mr. Wendel's employment agreement, which ended on May 13, 2014.

Value of Option-Based Awards Vested or Earned during the 2016 Financial Period

The following table indicates, for each Non-Executive Director, the aggregate dollar value of option-based awards earned during the 2016 Financial Period. No share-based awards or non-equity incentive plan awards were provided to Directors during the 2016 Financial Period.

Name	Option-based awards - Value vested during the year(1)(2)(3) ($)
Simon Best	22,218
Andrew Bishop	21,219
Stefan Clulow	21,219
Kenneth Galbraith	658
Raymond Hakim	21,219
Charles Kenworthy	12,776
Louise Ménard	21,219
Paul Mesburis	21,219
Nancy Orr	20,767
Bruce Wendel	50,119

(1) These options vest on a quarterly basis over a 12-month period.

(2) The options were not exercised on the vesting date and may never be exercised. The actual gains, if any, depend on the value of the Common Shares on the date of exercise, if case arises.

(3) This amount is calculated as the difference between the market price of the Common shares on the date of vesting and the exercise price payable in order to exercise the options.

COMPENSATION DISCUSSION AND ANALYSIS

Named Executive Officers

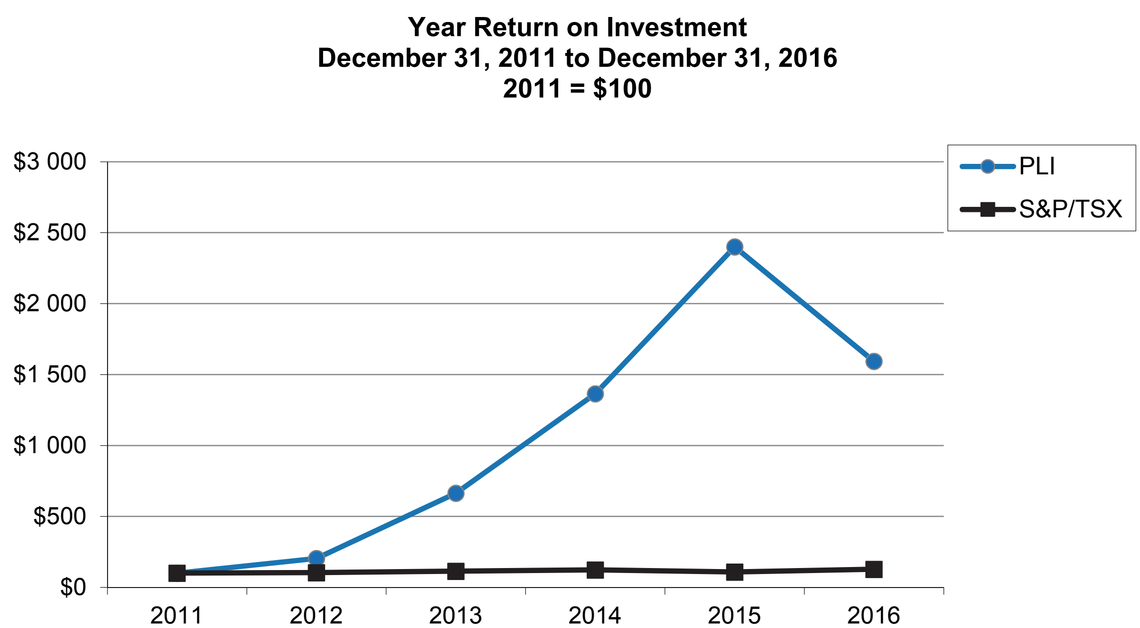
The following section discusses the compensation program for the 2016 Financial Period for our NEOs, which include the President and Chief Executive Officer (the "**CEO**"), the Chief Financial Officer (the "**CFO**") and each of the three most highly compensated officers of the Corporation as follows:

Pierre Laurin – *President and CEO*	
Gregory Weaver – *CFO*	
Bruce Pritchard – *Chief Operating Officer ("**COO**")*	
John Moran – *Chief Medical Officer ("**CMO**")*	
Patrick Sartore – *Chief Legal Officer ("**CLO**") and Corporate Secretary*	

How the Corporation Ties Executive Compensation to Performance

Performance: 2011 to 2016

The following graph compares the cumulative total shareholders' return ("**TSR**") on a $100 investment in the Corporation's Common Shares with the cumulative total return of the S&P/TSX Composite Index in each of the five-year periods ending on December 31st. The graph shows that the TSR for the Corporation grew by 682% from 2011 to 2016, versus 23% for the S&P/TSX index for the same period. Given the performance of the Corporation's Common Shares is also affected by some factors which are external and beyond the NEOs' control, the Corporation cannot establish a direct relation between the evolution of the total compensation of the NEOs and the evolution of the price of the Common Shares since 2011.



	2011	2012	2013	2014	2015	2016
Prometic Life Sciences Inc. Common Shares	$100.00	$203.57	$664.29	$1,364.29	$2,400.00	$1,592.86
S&P/TSX Composite Index	$100.00	$104.00	$113.94	$122.40	$108.82	$127.88

Note: All prices for the Common Shares of the Corporation were taken from the Toronto Stock Exchange's records.

Executive Compensation and Philosophy

Compensation Policy Objectives

The compensation policy for NEOs (the "**Compensation Policy**") takes into consideration a number of factors, which balance the interest of investors, aligning pay with shareholder value creation, while at the same time acting as a tool to retain and motivate our leadership team. It also allows the Corporation to reward those executives that outperformed by exceeding their performance objectives.

On that basis, a significant percentage of the compensation for each NEO is "at risk" which means that payment of such compensation is based on performance and is, therefore, not guaranteed. This "at risk" element is split into a Short-Term Incentive Plan ("**STIP**") and a Long-Term Incentive Plan ("**LTIP**"), the objectives of which are established by the Board and are linked to the completion of milestones within the execution of the business strategy aiming to build shareholder value. By linking NEOs' and shareholders' interests, the Compensation Policy contributes to ensuring a profitable growth for shareholders.

Other elements of the compensation package (base salary and stock options grant) are benchmarked to industry peers and are modulated to reflect the high percentage of "at risk" compensation of the NEOs, ensuring that the base salary and perquisites are set at a level to encourage retention.

Prometic's compensation program is aligned with best practices. To that end, base salaries and perquisites are aligned to the market, and bonus amounts are paid out only after the Board has confirmed that performance objectives, which are set at the beginning of the year and aligned with the business strategy, have been met. Moreover, pay-outs under the STIP and LTIP are subject to a Clawback Policy (as defined hereinafter) (see "Compensation, Discussions and Analysis – Risk Oversight").

The Corporation's Directors and management welcome the opportunity to interact with shareholders on the executive compensation program.

Risk Oversight

The Board has overall responsibility for the management of the Compensation Policy. However, the Board has delegated the responsibility for overseeing the Compensation Policy and compensation practices of the Corporation to the HR and Compensation Committee to assess the risk exposure related to compensation of its executives and to mitigate any potential material adverse effect on the Corporation. The HR and Compensation Committee therefore controls and monitors executive compensation in accordance with the Compensation Policy.

The Corporation remunerates its employees in three different currencies: Canadian dollars, US dollars and pounds sterling. Currency fluctuation is therefore considered a risk in relation to the Corporation's compensation practices.

The Corporation's compensation programs are designed to encourage management to act in the long-term best interests of shareholders by rewarding performance tied to the realization of corporate objectives without encouraging excessive risk-taking behaviour. Examples include:

- A balanced compensation policy that includes a competitive base salary and annual cash bonus as well as an equity-based component that together represent a balanced mix of cash and performance-based compensation.
- Annual target bonuses are capped and are only paid out when annual, well-defined and measurable objectives have been met.
- The equity awards are both performance and time-based. Restricted Share Units ("**RSUs**") grants vest when corporate objectives are met, which are generally defined in the three year rolling LTIP.

Furthermore, the Corporation implemented the following specific measures to mitigate the potential risks associated with executive compensation:

(a) Amounts paid out or distributed pursuant to the STIP and/or LTIP (the "**Award**") are subject to mandatory repayment by the relevant NEO to the Corporation in the event of (i) a financial restatement arising from a material non-compliance of the Corporation, as a result of a misconduct, with any financial reporting requirement under the securities laws, and (ii) a NEO being knowingly engaged in the misconduct, grossly negligent in engaging in the misconduct, having knowingly failed to prevent the misconduct or being grossly negligent in failing to prevent the misconduct (the "**Clawback Policy**");

(b) There is no executive entitled to make discretionary remuneration-based awards to executives without the prior approval of both the HR and Compensation Committee and the Board;

(c) Base salary is reviewed by the HR and Compensation Committee on an annual basis with reference to market comparators (the "**Peer Group**") and approved by the Board;

(d) The Corporation's Insider Trading Policy prohibits insiders (which include, among others, the Corporation's Directors and NEOs) from engaging in short-selling, trading of puts or calls of Common Shares or any other type of equity monetization procedure; and

(e) Stock options granted to the NEOs by the Corporation are subject to a four-year vesting period, which keeps optionee focused on mid- to long-term performance.

Benchmarking

NEOs Peer Group

The HR and Compensation Committee is responsible for annually reviewing the composition and use of the Peer Group to assess the compensation payable to the NEOs (including the CEO) and the Directors and to ensure that the compensation program for the Corporation's executive senior team and the Board of Directors remains competitive. Given the very limited number of peers with a comparable size, scope and operations in Canada and the Corporation's specific circumstances (namely the fact that the Corporation is operating a multi-platform, multi-products and services in very different fields and markets, with operations and executives located in Canada, USA and Europe), a significant number of U.S. companies are included in the 2016 Peer Group. In addition, the inclusion of U.S. companies allows for a broader and more appropriate representation of the relevant talent pool because U.S. peers were considered closer peers in terms of industry, size and financial metrics than Canadian companies.

During the 2016 Financial Period, the HR and Compensation Committee conducted an internal review of the Peer Group using criteria such as industry, market capitalization, geography and number of employees based on a Canadian and U.S. executive compensation database provided by Equilar, an independent firm specializing in compensation data for public companies ("**Equilar**"), as well as recommendations from management, to define an updated Peer Group for 2016. The resulting suggested Peer Group was then subjected to an external review by Hugessen Consulting Inc. ("**Hugessen**"), who suggested some refinements to the selection criteria. These suggestions were adhered to by the HR and Compensation Committee in defining the final Peer Group for 2016. As a result of such review, the following parameters were used to select the Peer Group for the 2016 Financial Period (the "**2016 Peer Group**"):

Industry:	Biotechnology, biopharmaceuticals, pharmaceuticals and healthcare
Market Capitalisation:	Between USD 1 billion and USD 3 billion
Geography:	Incorporated or business interests in USA, UK and Canada
Employees:	97 – 1000
Revenues:	Less than USD 200 million
Earnings:	Negative
Equity Plans:	Similar to Prometic equity plan (stock options and/or restricted share units)
Compensation Mix:	Basic salary, short-term incentive plan and long-term incentive plan

This analysis resulted in the following corporations being included in the 2016 Peer Group:

2016 Peer Group		
United States	***Ironwood Pharmaceuticals, Inc.***	Therapeuticsmd, Inc.
Acadia Pharmaceuticals Inc.	Kythera Biopharmaceuticals Inc.	**Canada**
Anacor Pharmaceuticals, Inc.	Lexicon Pharmaceuticals, Inc./DE	Concordia Healthcare Corporation
Ariad Pharmaceuticals Inc.	Nevro Corp	***Novadaq Technologies***
Bluebird Bio, Inc.	***Novavax, Inc.***	**UK**
Fibrogen Inc.	Pacira Pharmaceuticals, Inc.	GW Pharmaceuticals PLC
Halozyme Therapeutics, Inc.	Portola Pharmaceuticals Inc.	***Ventura Group plc***

Those Peers highlighted in bold, italic font featured in the 2015 Peer Group.

In addition, specifically in relation to compensation of Directors, reference was made to the findings reported by Korn Ferry (*Corporate Board Governance and Director Compensation in Canada – A review of 2015).*

Year-to-year Peer Group Consistency

While the intention is to use a consistent list of comparators for the Peer Group year after year, the comparators used for compensation review are subject to some changes each year.

The selection of the Peer Group is influenced both by the relative performance of Prometic compared to its original Peer Group, as well as other factors affecting Peer Group constituents from the previous year. These factors predominantly include: M&A activity, which results in certain companies being acquired and no longer reporting their remuneration as a stand-alone entity; and significant changes in financial circumstances resulting in either material growth or reduction in market capitalization, revenues and/or earnings, making comparisons less relevant compared to Prometic's own business circumstances. Specifically, in the Healthcare space, these factors move rapidly with the success or failure of pipeline products in the R&D and regulatory phases.

Executive Compensation-Related Fees

During the 2016 Financial Period, Hugessen billed the Corporation $14,773 in fees for providing advice to the Corporation in relation to directors' compensation. During such period, no fees were billed to the Corporation by Hugessen or any other external consultant in relation to executive compensation. During the 2015 Financial Period, no fees were incurred for external human resources and compensation services.

All Other Fees

During the 2016 Financial Period, Equilar billed the Corporation $26,496 (US $20,000[2]) for a database license, which was used by the Corporation for benchmarking its Peer Group. During the 2015 Financial Period, Equilar billed the Corporation $26,496 (US $20,000[3]); Equilar's database was used by the Corporation for the first time in 2015.

HR Consultancy

In February 2017, the HR and Compensation Committee engaged the services of Pearl Meyer & Partners, LLC ("**Pearl Meyer**") as independent outside consultants to assist the HR and Compensation Committee with, *inter alia*, the executive and director compensation benchmarking, public disclosure and communication strategy.

NEO Compensation Design

In the 2016 Financial Period, the HR and Compensation Committee reviewed the NEOs' direct compensation (base salary plus target cash bonus) with that of the 2016 Peer Group. The review conducted revealed that the Corporation's cash compensation for the NEOs was generally below the cash compensation received by other executive officers in the 2016 Peer Group. In addition, the Corporation's overall compensation practice contained a higher percentage of "at-risk" compensation (annual and long-term variable compensation), relative to the other corporations in the 2016 Peer Group. While being of the view that pay for performance should remain the key driver for NEO compensation, the HR and Compensation Committee recommended that base salary and target cash bonus of the NEOs should be increased to the 60th percentile of the Peer Group.

[2] U.S. fees were converted in Canadian dollars using the 2016 annual average exchange rate of USD$1.00 = CDN$1.3248.
[3] U.S. fees were converted in Canadian dollars using the 2016 annual average exchange rate of USD$1.00 = CDN$1.3248.

Compensation Policy

There are four components to the Compensation Policy: the Base Salary, the STIP, the LTIP and the Other Benefits.

1. Base Salary

The base salary aims to reflect a salary established based on the level of responsibility relative to other positions in the Corporation and relative to base salaries paid by the organizations in the 2016 Peer Group as well as the performance of the Corporation and of the NEOs.

Base salaries of the NEOs are reviewed annually, in the first quarter of the financial year. Salary adjustments, if any, are effective as of April 1st of each year.

Base Salary		
Description	**Objectives**	**Form of Payment**
Fixed amount of pay determined relative to the 60th percentile salary of Corporation's Peer Group.	Attract and retain quality executives necessary for the Corporation's long-term success.	Cash

2. Short Term Incentive Plan (STIP)

The Corporation provides its NEOs with an annual incentive plan which aims to motivate, recognize and reward their contribution and performance in reaching the Corporation's annual objectives in view of achieving Prometic's long term objectives.

To determine the amount payable to a NEO pursuant to the bonus program, all following four components are taken into consideration:

STIP			
	Component	**Description**	**Weight**
A-	Cash Target Bonus	The annual cash target bonus is calculated as a percentage of the base salary, the percentage varying according to the relative position of the NEO.	**CEO**: 75% **CFO**: 40% **COO**: 60% **CMO**: 40% **CLO**: 50%
B-	Performance against annual corporate objectives	Each year, the HR and Compensation Committee, in conjunction with the CEO, establishes the corporate short-term performance objectives against which the annual performance of the NEOs is evaluated. The annual corporate objectives are the same for all the NEOs.	60%
C-	Performance against annual individual objectives	Each year, the HR and Compensation Committee, in conjunction with the CEO, establishes the individual short-term performance objectives against which the annual performance of each NEO is evaluated.	40%
D-	Base salary	The calculation of the award payable under the STIP also considers the base salary of the NEOs in force on the last day of the most recently completed financial year.	n/a

Calculation of the Bonus Payout

The bonus payout is calculated as per the following equation:

(**A** x **D** x (**B** x 60%)) + (**A** x **D** x (**C** x 40%))

Awards under the STIP are paid in cash. The HR and Compensation Committee may use its discretion to pay such awards in immediately vested RSUs in accordance with the Restricted Share Unit Plan (the "**RSU Plan**").

The Board, upon recommendation of the HR and Compensation Committee, also has discretion to either award compensation absent the achievement of the performance established goals or to reduce or increase the size of any award or payout. As further detailed in the "2016 NEO Actual Compensation Mix" section, the HR and Compensation Committee did exercise such discretion during the 2016 Financial Period with respect to certain NEOs.

Annual Corporate Objectives

As annual corporate objectives are the pivotal component of the STIP, careful thought and due diligence go into defining them. Each objective is expressed in a clear and easily measurable value and is assigned a percentage value demonstrating their relative importance. The total of all said objectives equals 100%. The extent of performance against annual corporate objectives is objectively evaluated at year-end or shortly thereafter against actual results and the corresponding percentage of achievement is used in the calculation of the awards payable under the STIP.

The annual corporate objectives for the 2016 Financial Period were to continue to:

- improve the Corporation's financial position;
- expand the Corporation's business and corporate development activities;
- expand investor relations activities;
- progress the Corporation's lead drug candidates' clinical and regulatory development and status (including securing orphan drug designations);
- scale-up and tech-transfer of PPPS™ for additional plasma derived therapeutics;
- increase the Corporation's plasma derived proteins' manufacturing capacity;
- scale-up and tech transfer of small molecule compounds' manufacturing to third party facilities;
- advance R&D activities to potentially secure multiple indications for plasminogen use and develop novel and proprietary compounds (i.e. small molecules); and
- continue to fill key human resource positions for all activities (including pre-commercialization / product launch activities).

As a general rule, if performance against an annual corporate objective falls below 25%, the objective is considered not achieved and is assigned 0%. Performance against each annual corporate objective is limited to 150% of the target value and the bonus payable to any individual is also limited to the same percentage. In the event that the global percentage of annual corporate objectives achievement falls below 25%, no bonus is payable for that year.

As part of the year-end evaluation of performance, the Corporation also takes into consideration results or achievements that were not necessarily anticipated or contemplated at the beginning of the financial year when the formal annual corporate objectives were put in place, but which were deemed to have had a significant impact (either positive or negative) on the Corporation during such financial year. If so, final bonus awards may be adjusted accordingly to take into account such results or achievements which could include, without limitation, the achievement of multiple regulatory/corporate milestones during a given financial year or the successful closing of a corporate transaction against a very tight deadline.

The relative weight of the annual corporate objectives is of 60%.

Annual Individual Objectives

Annual individual objectives are also established and are specific to the CEO and each NEO. The objectives are defined in relation to measurable targets and each objective is weighted to demonstrate their relative importance. Performance against each individual objective is evaluated at year-end against actual results and an overall weighted average achievement percentage is determined.

As a general rule, if performance against an annual individual objective falls below 25%, the objective is considered not achieved and is assigned 0%. Performance against each annual individual objective is limited to 150% of the target value and the bonus payable to any individual is also limited to the same percentage. In the event that the global percentage of a NEO's annual individual objectives achievement falls below 25%, no bonus is payable for that year to such NEO.

For the 2016 Financial Period, individual objectives were set for the CEO and each NEO with a view of supporting the achievement of the annual corporate objectives.

The Corporation set specific individual objectives for each of the NEOs for the 2016 Financial Period, ranging from:

- assisting other functions, which do not usually fall under their responsibility, to ensure successful achievement of strategic changes to the various entities/businesses;
- participating in other functions (i.e. sitting on boards of subdivisions) to ensure efficient harmonization of strategic objectives;
- assisting HR in actively recruiting key executive positions from personal contacts; and
- participating in continued self and peer review programs and continued education activities.

While the Corporation discloses its annual individual objectives in a generic fashion, it does not disclose specific performance targets as it considers such information to be strategic confidential information and that the disclosure of such information would seriously prejudice the Corporation's interests by placing it at a significant competitive disadvantage. The individual objectives are considered challenging and not easily achievable and are aligned with the underlying principles of the Compensation Policy.

The relative weight of the annual individual objectives is of 40%.

Considering the significant work performed by the CEO and the NEOs during the 2016 Financial Period, going beyond the determined annual individual objectives, the Board approved a discretionary bonus for certain NEOs, as further described in the "2016 NEO Actual Compensation Mix" section.

3. Long Term Incentive Plan (LTIP)

The Corporation believes that the grant of stock options and RSUs as a long-term incentive helps align NEOs' interest with that of the Corporation's shareholders and has put in place a LTIP for the benefit of senior executives, which include the NEOs, so as to encourage them to promote the business and affairs of the Corporation to the best of their ability.

Components of the LTIP				
Description	**Objectives**	**Form of Payment**	**Vesting**	**Payment Characteristics**
i. Grant for Newly Appointed Senior Executives	o Attract quality executives necessary for the Corporation's long-term success	Stock Options	25% per year, starting at the 1st anniversary of the grant date(1)(2)	Stock options are granted outside a blackout period, with an exercise price equal to the 5-day VWAP(3) preceding the grant date
ii. Annual Grant of Equity: *Time-based vesting*	o Motivate and retain key employees o Sustain a commitment to long-term profitability o Maximize shareholder value	Stock Options(4)	25% per year, starting at the 1st anniversary of the grant date(1)(2)	Stock options are granted outside a blackout period, with an exercise price equal to the 5-day VWAP(3) preceding the grant date
iii. Equity-Based Award Program: *Performance-based vesting*	o Serves as a retention tool aimed at providing executives with an incentive to create value o Ensure that the interests of the Corporation are aligned with those of the shareholders on a long-term basis	RSUs	Performance-based on the achievement of the objectives	Share units are converted into Common Shares of the Corporation, then sold on the open market if the Participant so wishes.

(1) On a general basis; may be otherwise determined by the Board of Directors.

(2) Stock options expire on the 5th anniversary.

(3) Volume-weighted average trading price of the listed securities, calculated by dividing the total value by the total volume of securities traded for the relevant period.

(4) Although the Compensation Policy for Senior Executives provides as well the grant of RSUs under the annual grant of equity component, the Corporation has never granted time-based vesting RSUs.

i. Grant for Newly Appointed Senior Executives

The number of stock options granted to a new senior executive on commencement of employment varies depending on the executive's title and responsibilities with the Corporation.

ii. Annual Grant of Equity (time-based vesting)

Time-based vesting stock options are granted annually to the senior executives by the Board of Directors upon recommendation by the HR and Compensation Committee. The stock options are awarded pursuant to the Corporation's Option Plan, details of which are provided in **Schedule "C"** to this Circular.

iii. Equity-Based Award Program (performance-based vesting)

The performance-based equity-based awards granted to NEOs under the Equity-Based Award Program consist of RSUs that are issued based on the achievement of corporate objectives. The vesting of the quantum of RSUs allocated to each executive is determined in conjunction with the realization or non-realization of these specific long-term objectives.

Objectives

Objectives are set at the beginning of each new financial year to ensure that the Corporation's long-term objectives collectively reflect current business conditions, market dynamics and component of the Corporation's business strategy. The objectives are the same for all NEOs, although they are weighted differently. The objectives are specific, measurable and, on a general basis, valid for a period of three years.

Several specific objectives were determined under the LTIP for the 3-year period spanning from January 1st, 2016 to December 31, 2018, which relate to:

- financial performance of the Corporation to be achieved through receipt of sales;
- strategic partnering revenues and/or strategic financing at favourable conditions or positive balance sheet events;
- successful integration of acquisition target(s) on multiple levels;
- continued increase in the manufacturing of plasma-derived therapeutics to be achieved through successful tech transfer, scale-up of technology and clinical trial batch manufacturing, for various plasma-derived products currently in the product development pipeline;
- increasing plasma collection capabilities and external supply in North America;
- securing large scale manufacturing capacity for small molecules to be achieved through successful tech transfer, scale-up of technology and clinical trial batch manufacturing, for various small molecule products currently in the product development pipeline;
- continued product development and clinical regulatory milestones to be achieved through set up and initiation of clinical trials (key opinion leaders (KOLs), sites, investigations, patient recruitments, investigational new drug applications (INDs) / clinical trial applications (CTAs) / orphan drug designations (ODDs)) for plasma-derived therapeutics;
- continued product development and clinical regulatory milestones to be achieved through set up and initiation of clinical trials (key opinion leaders (KOLs), sites, investigations, patient recruitments, investigational new drug (INDs) / clinical trial application (CTAs) / orphan drug designations (ODDs)) for small-molecule therapeutics;
- preparing for market launch of plasminogen and IVIG for North America and Europe; and
- developing, launching and implementing new corporate branding strategy and digital strategy for the entire Prometic group.

4. Other Benefits.

Prometic provides its NEOs with a competitive executive benefits package which is designed to attract and retain qualified executives.

Other Benefits	
Element	**Description**
Employer Contribution to Retirement Plan	Unless otherwise specified in the contract of employment, the percentage of the Corporation's contribution is determined by the Board of Directors and may vary depending on the position, the geographical location and the local market conditions.
Vacation Allowance	Vacation days and sick days, both depending on the country of residence.
Miscellaneous Benefits	o Car allowance o Group insurance coverage o Reimbursement of annual professional membership o Educational programs o Reimbursement for an annual medical examination

The NEOs are also reimbursed for authorised expenses incurred in accordance with the Corporation's Corporate Travel & Expenses Policy, such as car rental, hotel and meal expenditures for the purpose of meeting attendances.

Severance and Other Termination Benefits

A Severance Pay Program (the "**Program**") has been established by the Corporation to provide severance compensation to designated employees, which include the NEOs, when a change of control has occurred and the designated employees has been terminated by the Corporation following the change of control. A change of control occurs upon a take-over of the Corporation resulting from the acquisition of a majority of the Corporation's Common Shares ("**Change of Control**").

Under the Program, each designated employee whose employment is terminated without cause or who terminates his employment for a good reason at any time in the two-year period following a Change of Control shall be entitled to:

- A severance payment equal to the designated executive's monthly compensation multiplied by the number of month severance awarded for a specific position (varies between 12 to 24 months).
- The continuation of all group insurance benefits, except for short and long-term disability benefits for the number of months of severance (varies between 12 to 24 months).
- Full vesting of all unvested stock options and RSUs granted prior to the change of control.

The following table sets out the benefits that would be paid following a Change of Control and termination occurring in circumstances described above, assuming the Change of Control and termination took place on December 31, 2016:

	Severance	Stock Options[(1)]	Restricted Share Units[(2)]
Name	**($)**	**($)**	**($)**
Pierre Laurin	24 months of salary 1,300,000	1,859,100	7,450,666
Gregory Weaver	18 months of salary 665,712[(3)]	0	1,108,997
Bruce Pritchard	18 months of salary 824,456[(4)]	672,360	2,759,333
John Moran	18 months of salary 676,443[(3)]	1,347,500	1,696,140
Patrick Sartore	18 months of salary 600,000	672,360	2,438,773

(1) The change of control provisions provide for full vesting of all unvested stock options on an accelerated basis. The value has been calculated using the closing price of the Common Shares on December 31, 2016 on the TSX ($2.23) less the exercise price of the stock options.

(2) The change of control provisions provide for full vesting of all unvested RSUs on an accelerated basis. The value is based on the closing price of the Common Shares on the TSX on December 31, 2016 ($2.23).

(3) This amount was calculated based on the following exchange rate: 1 USD=CDN$1.3248 (2016).

(4) This amount was calculated based on the following exchange rate: 1 GBP=CDN$1.7962 (2016).

In addition to the Change of Control provisions, Mr. Pierre Laurin is entitled to a notice period of not less than 24 months ($1,300,000) should the Corporation wish to terminate Mr. Laurin's employment other than for just cause. Moreover, the Corporation could, at its discretion, elect to make a payment in lieu of said notice. The same principle applies to Mr. Gregory Weaver, Mr. Bruce Pritchard, and Dr. John Moran. More precisely, Mr. Weaver would be entitled to six months' notice ($221,904), Mr. Pritchard would be entitled to 12 months' notice ($549,637) and Dr. Moran, to one month's notice ($37,580) in such a situation. As for Mr. Patrick Sartore, he would be entitled to the longer of six months' notice ($200,000) or the notice period determined in accordance with applicable law.

Shareholding Policy for the Named Executives Officers

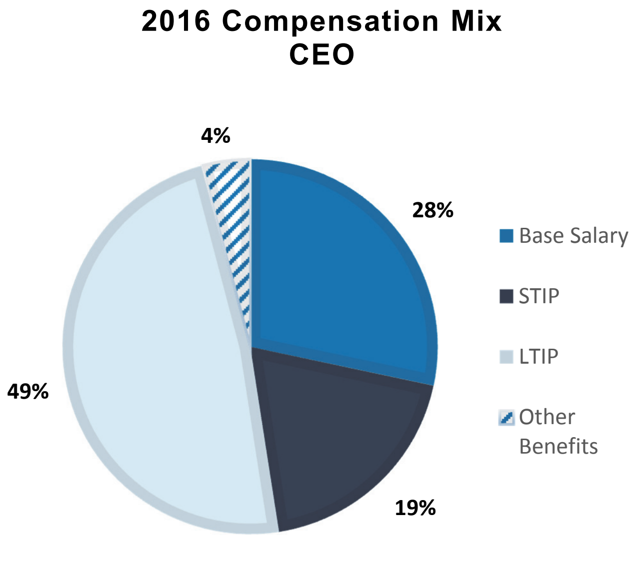
To align the NEOs interests with those of the Corporation's shareholders, the Corporation adopted in 2016 a minimum shareholding policy for NEOs (the "**NEOs Shareholding Policy**"), thereby reinforcing the NEOs' commitment to the long-term success of the Corporation. Under the NEOs Shareholding Policy, each NEO shall acquire a minimum of common shares in the Corporation and retain the required amount of Common Shares for the entire term of their employment. The minimum ownership requirement is 600,000 Common Shares for the President and CEO and 400,000 Common Shares for the other NEOs (the "**NEOs Minimum Ownership**"). NEOs have a maximum period of three years following the adoption of the NEOs Shareholding Policy, or following the appointment date for a newly appointed NEO, to reach the NEOs Minimum Ownership.

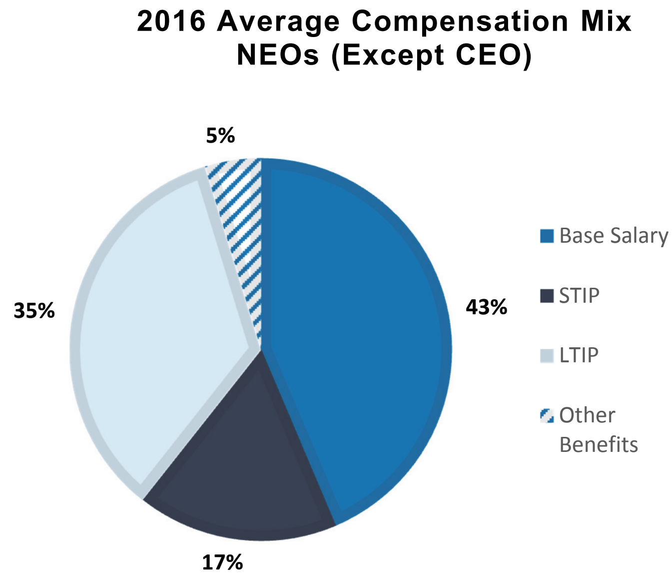
Clawback Policy

The Board of Directors adopted the following Clawback Policy:

Clawback Policy	
Situation	**Reimbursement**
In the event that the Corporation is required to prepare an accounting restatement due to a material non-compliance of the Corporation, as a result of misconduct, with any financial reporting requirement under the securities laws and the NEO knowingly engaged in the misconduct, was grossly negligent in engaging in the misconduct, knowingly failed to prevent the misconduct or was grossly negligent in failing to prevent the misconduct.	The relevant NEO shall reimburse the Corporation the amount of any payment in settlement of the Award earned or accrued by him/her during the 12-month period following the first public issuance or filing with the AMF (whichever first occurred) of the financial document that contained such material noncompliance.

2016 NEO Actual Compensation Mix





CEO Compensation

Pierre Laurin

As President and CEO, Mr. Laurin is accountable to the Board for the effective overall management of Prometic's business, and for the execution of the Board's strategic decisions and policies. In the fulfilment of his responsibilities, he has the duty to provide vision and leadership in the management of Prometic.

As illustrated above, Mr. Laurin received 49% of his total compensation pursuant to the LTIP, 28% in RSUs and 21% in stock options. Overall, 49% of the CEO total compensation earned during the 2016 Financial Period was "at-risk”. While the annual corporate objectives were achieved at 77%, Mr. Laurin achieved 82% of his annual individual objectives. The Board also approved a discretionary bonus for the successful achievement of extraordinary milestones which were not depicted as “objectives” at the onset of the 2016 Financial Period bringing the achievement of his individual objectives to 102%. Consequently, Mr. Laurin received a cash bonus of $424,125.

NEOs Compensation

Gregory Weaver

As CFO, Mr. Weaver is responsible for providing leadership and support in financial matters relating to the running and development of Prometic group of companies.

Mr. Weaver received 22% of his total compensation in RSUs and 17% in stock options. Overall, 39% of the CFO total compensation earned during the 2016 Financial Period was "at-risk". While the annual corporate objectives were achieved at 77%, Mr. Weaver was assessed as having partially achieved his overall annual individual objectives. Consequently, Mr. Weaver received a cash bonus of $86,028 (CDN$113,970) (exchange rate: US$1 = CDN$1.3248).

Bruce Pritchard

As COO, Mr. Pritchard is responsible for overseeing all of the operations of the Prometic group including, but not limited to, manufacturing, supply chain, distribution and logistics as well as the support functions of human resources, information technology (IT) and administration.

Mr. Pritchard received 19% of his total compensation in RSUs and 14% in stock options. Overall, 33% of the COO total compensation earned during the 2016 Financial Period was "at-risk". While the annual corporate objectives were achieved at 77%, Mr. Pritchard achieved 85% of his annual individual objectives. The Board also approved a discretionary bonus to compensate him for the successful achievement of extraordinary milestones which were not depicted as "objectives" at the onset of the 2016 Financial Period bringing the achievement of his individual objectives to 100%. Consequently, Mr. Pritchard received a cash bonus of £158,263 (CDN$284,272) (exchange rate: 1 pound = CDN$1.7962).

John Moran

As CMO, Dr. Moran works closely with the other members of the executive team in formulating and implementing the clinical and regulatory strategy to bring the Corporation's products to market. He provides medical and regulatory guidance during the planning, execution, and reporting of clinical studies, and is responsible for medical oversight during the performance of these studies.

Dr. Moran received 12% of his total compensation in RSUs and 13% in stock options. Overall, 25% of the CMO total compensation earned during the 2016 Financial Period was "at-risk". While the annual corporate objectives were achieved at 77%, Dr. Moran achieved 83% of his annual individual objectives. The Board also approved a discretionary bonus for the successful achievement of extraordinary milestones which were not depicted as "objectives" at the onset of the 2016 Financial Period bringing the achievement of his individual objectives to 93%. Consequently, Dr. Moran received a cash bonus of US$113,557 (CDN$150,440) (exchange rate: US$1 = CDN$1.3248).

Patrick Sartore

As CLO and Corporate Secretary, Mr. Sartore is responsible for providing leadership and support in all legal, corporate and commercial matters of the Prometic group including, but not limited to, overseeing the corporate governance, reporting compliance and transactional matters (including strategic financing and intellectual property related deals).

Mr. Sartore received 24% of his total compensation in RSUs and 18% in stock options. Overall, 42% of the CLO total compensation earned during the 2016 Financial Period was "at-risk". While the annual corporate objectives were achieved at 77%, Mr. Sartore achieved 91% of his annual individual objectives. The Board also approved a discretionary bonus for the successful achievement of extraordinary milestones which were not depicted as "objectives" at the onset of the 2016 Financial Period bringing the achievement of his individual objectives to 106%. Consequently, Mr. Sartore received a cash bonus of $177,200.

Summary Compensation Table

The following table provides a summary of compensation earned during each of the financial years ended on December 31, 2016, 2015 and 2014 by the NEOs in accordance with applicable rules and regulations.

2016 Summary Compensation Table							
Name and Principal Position	**Year**	**Salary ($)**	**Share-based awards[1] ($)**	**Option-based awards[2] ($)**	**Non-equity incentive plan compensation --- Annual Incentive Plans[3] ($)**	**All Other Compensation [4][5] ($)**	**Total Compensation ($)**
Pierre Laurin President and CEO	2016 2015 2014	625,585 539,195 489,050	603,839 613,492 2,187,284	463,981 476,673 87,354	424,125 439,425 300,700	91,203 81,121 77,004	2,208,733 2,149,906 3,141,392
Gregory Weaver CFO	2016 2015	443,808[6][7] 57,664[8][9]	216,213 150,480	172,855 141,729	113,970[7] 0	61,481[7] 2,160[8]	1,008,327 352,033
Bruce Pritchard COO	2016 2015 2014	531,226[10] 500,713[11] 404,728[12]	258,396 303,200 781,173	181,953 187,297 52,413	284,272[10] 284,796[11] 207,512[12]	78,993[10] 74,256[11] 61,400[12]	1,334,841 1,350,261 1,507,225
John Moran CMO	2016 2015 2014	447,041[7] 411,349[8] 267,630[13][14]	100,081 107,827 193,541	109,171 103,013 109,193	150,440[7] 168,788[8] 132,540[13]	31,664[7] 30,493[8] 15,073[13]	838,397 821,471 717,977
Patrick Sartore CLO and Corporate Secretary	2016 2015 2014	373,462 281,962 229,204	237,196 298,796 585,880	181,953 187,297 52,413	177,200 157,500 99,820	31,583 26,238 23,269	1,001,394 951,793 990,586

(1) The fair value of the RSU awards (**V**) was determined by applying a performance discount factor (**PDF**) (i.e. percentage probability that a target will be met) ranging between 0% and 100% (depending on the performance target) to the price of Common Shares underlying the RSUs on the grant date (2016 - $2.87; 2015 - $1.71; 2014 - $1.23) (**A**). The methodology used is consistent with the treatment of the vesting conditions such as performance conditions under IFRS 2. The same methodology was applied to calculate the equity-based compensation expense in the Corporation's financial statements for the year ended December 31, 2016, 2015 and 2014.

V = (A x PDF)

(2) In determining the fair value of the options awards, the Black-Scholes-Merton model was used, with the following assumptions:

	2016	2015	2014
Risk-free interest rate:	0.7%	0.8%	1.5%
Dividend yield:	0%	0%	0%
Expected volatility of share price:	64%	63%	75%
Expected life of the option:	4.05 years	3.95 years	4.5 years

The fair value of the option awards was estimated using the Black Scholes option pricing model, a common valuation methodology which uses the same assumptions for determining the equity-based compensation expense in the Corporation's financial statements for the year-ended December 31, 2016 in accordance with the International Financial Reporting Standards (IFRS).

(3) Represents the cash bonus earned for the 2016 Financial Year, pursuant to the STIP. See the "Short Term Incentive Plan" section. Such amounts were paid to the NEOs either in January or February 2017.

(4) The Corporation does not have any Defined Benefit or Defined Contribution Pension Plan. However, NEOs are entitled to a contribution to their private retirement account ranging from 5% to 10% of their base salary, which amount is included under "All other compensation".

(5) None of the NEOs are entitled to perquisites or other personal benefits which, in the aggregate, are worth over $50,000 or over 10% of their base salary.

(6) Mr. Gregory Weaver's annual salary is USD$335,000.

(7) Paid in US dollars (USD) and converted at the following exchange rate: 1 USD= CDN$1.3248 (2016 average).

(8) Paid in US dollars (USD) and converted at the following exchange rate: 1 USD= CDN$1.2787 (2015 average).

(9) Mr. Gregory Weaver was appointed CFO of the Corporation on November 1st, 2015 and his annual salary was USD$335,000.

(10) Paid in pounds sterling (GBP) and converted at the following exchange rate: 1 GBP=CDN$1.7962 (2016 average).

(11) Paid in pounds sterling (GBP) and converted at the following exchange rate: 1 GBP=CDN$1.9540 (2015 average).

(12) Paid in pounds sterling (GBP) and converted at the following exchange rate: 1 GBP=CDN$1.8190 (2014 average).

(13) Paid in US dollars (USD) and converted at the following exchange rate: 1 USD=CDN$1.1045 (2014 average).

(14) Dr. John Moran was hired by the Corporation on March 3, 2014 and his annual salary was USD$300,000.

Outstanding Share-based Awards and Option-Based Awards

The following table indicates, for each NEO, stock option grants and restricted share unit grants outstanding at the end of the 2016 Financial Period.

	Option-Based Awards				Share-Based Awards		
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price ($/share)**	**Option expiration date**	**Value of unexercised in-the-money options[(1)] ($)**	**Number of shares or units of share that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**	**Market or payout value of vested share-based awards not paid out or distributed[(2)] ($)**
Pierre Laurin	200,000 400,000 250,000 120,000 410,815 317,243	0.12 0.12 0.40 1.10 2.44 3.00	June 24, 2017 June 24, 2017 April 8, 2018 May 27, 2019 June 8, 2020 May 25, 2021	422,000 844,000 457,500 135,600 0 0	2,867,713	6,395,000	1,055,666
Gregory Weaver	100,000 118,188	2.93 3.00	Nov. 24, 2020 May 25, 2021	0 0	456,420	1,017,817	91,180
Bruce Pritchard	150,000 150,000 72,000 161,420 124,409	0.12 0.40 1.10 2.44 3.00	June 24, 2017 April 8, 2018 May 27, 2019 June 8, 2020 May 25, 2021	316,500 274,500 81,360 0 0	1,061,782	2,367,774	391,559
John Moran	200,000 200,000 200,000 150,000 88,781 74,645	0.12 0.34 0.34 1.10 2.44 3.00	June 24, 2017 May, 21, 2018 May 21, 2018 May 27, 2019 June 8, 2020 May 25, 2021	422,000 378,000 378,000 169,500 0 0	662,795	1,478,033	218,107
Patrick Sartore	150,000 150,000 72,000 161,420 124,409	0.12 0.40 1.10 2.44 3.00	June 24, 2017 April 8, 2018 May 27, 2019 June 8, 2020 May 25, 2021	316,500 274,500 81,360 0 0	942,993	2,102,874	335,898

(1) The value of unexercised in-the-money options is calculating using the difference between the closing price of the Common Shares on December 31, 2016 on the TSX ($2.23) and the exercise price of the stock options. As of December 31, 2016, the options were not exercised and may never be. The actual gains, if any, depend on the value of the aforesaid shares on the date of exercise, if case arises.

(2) The market value of share-based awards is calculated by multiplying the number of Restricted Share Units by the closing price of the Common Share on December 31, 2016 on the TSX ($2.23). The actual gains will depend on the value of the aforesaid shares on the date of exercise.

Equity-Based Award - Value Vested or Earned During the Year

The following table indicates, for each NEO, the aggregate dollar value of option-based and share-based awards vested or of non-equity incentive plan compensation earned during the 2016 Financial Period:

Name	Option-based awards Value vested during the year(1) ($)	Share-based awards Value earned during the year(2) ($)	Non-equity incentive plan compensation Value earned during the year ($)
Pierre Laurin	507,766	1,442,907(3)	424,125
Gregory Weaver	0	128,478(4)	113,970(8)
Bruce Pritchard	297,777	566,318(5)	284,272(9)
John Moran	82,026	297,984(6)	150,440(8)
Patrick Sartore	297,777	464,574(7)	177,200

(1) This amount is calculated as the difference between the market price of the Common shares on the date of vesting and the exercise price payable in order to exercise the options.

(2) The share-based awards for the 2016 Financial Period are RSUs.

(3) The distribution of 473,393 RSUs has been differed to a later date in 2017. The value will vary depending on the stock price on the distribution date.

(4) The distribution of 40,888 RSUs has been differed to a later date in 2017. The value will vary depending on the stock price on the distribution date.

(5) The distribution of 175,587 RSUs has been differed to a later date in 2017. The value will vary depending on the stock price on the distribution date.

(6) The distribution of 97,806 RSUs has been differed to a later date in 2017. The value will vary depending on the stock price on the distribution date.

(7) The distribution of 150,627 RSUs has been differed to a later date in 2017. The value will vary depending on the stock price on the distribution date.

(8) Paid in US dollars (USD) and converted at the following exchange rate: 1 USD= CDN$1.3248 (2016 average).

(9) Paid in pounds sterling (GBP) and converted at the following exchange rate: 1 GBP=CDN$1.7962 (2016 average).

Securities Authorized for Issuance Under Equity Compensation Plans

As at December 31, 2016, securities authorized for issuance under equity compensation plans were as follows:

Equity Compensation Plan Information			
Plan Category ***Equity compensation plans approved by securityholders***	**Number of securities to be issued upon exercise of outstanding options, warrants and rights**	**Weighted-average exercise price of outstanding options, warrants and rights**	**Number of securities remaining available for future issuance under equity compensation plans (excluding those in the second column)**
Stock Option Plan	14,372,640	$1.41	3,359,167
RSU Plan	9,999,251	-	8,793,103

Stock Options

During the 2016 Financial Period, the Corporation granted options pursuant to the Option Plan providing for the purchase of a maximum of 3,024,100 Common Shares, which represents 0.5% of the issued and outstanding common shares as of December 31, 2016. Of that total, 758,894 stock options were granted to the NEOs. As at March 23, 2017, there were 13,717,230 options outstanding representing approximately 2% of the Common Shares issued and outstanding, and the maximum number of Common Shares reserved for issuance under the Option Plan was 17,660,932 which represents approximately 2.6% of the issued and outstanding Common Shares.

Restricted Share Units

In the 2016 Financial Period, the Corporation granted a total of 710,801 RSUs to participants (including the NEOs) under the RSU Plan. As at March 23, 2017, there were 6,841,940 RSUs outstanding, convertible into 6,841,940 Common Shares and representing approximately 1% of the Common Shares issued and outstanding. As at March 23, 2017, the maximum number of Common Shares reserved for issuance under the RSU Plan is 18,792,394 which represents approximately 2.8% of the issued and outstanding Common Shares of the Corporation.

Indebtedness of Directors and Executive Officers

Aggregate Indebtedness

As at March 23, 2017, the aggregate amount of indebtedness to the Corporation or any of its subsidiaries of all Directors, executive officers and employees and former directors, executive officers and employees of the Corporation or any of its subsidiaries was as follows:

Aggregate Indebtedness ($)		
Purpose	**To the Corporation or its subsidiaries as at March 23, 2017**	**To another entity**
Share Purchases	400,000	-
Other	-	-

Indebtedness of Directors and Executive Officers

For Share Purchases

As at March 23, 2017, the aggregate amount of indebtedness to the Corporation or any or its subsidiaries of each director and executive officers and former directors and executive officers of the Corporation, each proposed nominee for election as a director of the Corporation and each associate of any such director, executive officer or proposed nominee was as follows:

Indebtedness of Directors and Executive Officers for Share Purchases						
Name and Principal Position	**Involvement of the Corporation or Subsidiary**	**Largest Amount Outstanding During the 2016 Financial Period ($)**	**Amount outstanding as at March 23, 2017 ($)**	**Financially Assisted Securities Purchases During the 2016 Financial Period**	**Security for Indebtedness (# of shares held)**	**Amount Forgiven During the 2016 Financial Period ($)**
Pierre Laurin President and CEO	Lender	412,570	400,000	-	-	-

(1) This loan was originally due on December 31, 2009 and was made as an advance to Mr. Pierre Laurin to allow him to exercise options to acquire shares of the Corporation at a price of $1.00 per share when the shares were trading at a price around $2.40. This loan is secured by the deposit, pursuant to an escrow agreement, of a share certificate representing 450,000 shares of the Corporation. Mr. Laurin repaid $105,133 which was applied against accumulated interest and the balance on the capital, making the new amount owed as of March 23, 2017 equal to $400,000. By resolution of the Board of Directors, the loan was last amended on February 25, 2016. The 2016 amendment provides for the loan to bear interest at a rate equal to the Bank of Canada's prime rate plus 1% per annum and stipulates that the loan is repayable upon the earlier of (i) March 31, 2019 or (ii) thirty days preceding a targeted NASDAQ or NYSE listing date of Prometic's shares.

Other than for Share Purchases

Indebtedness of Directors and Executive Officers other than for Share Purchases				
Name and Principal Position	**Involvement of the Corporation or Subsidiary**	**Largest Amount Outstanding During the 2016 Financial Period ($)**	**Amount Outstanding as at March 23, 2017 ($)**	**Amount Forgiven During the 2016 Financial Period ($)**
Pierre Laurin	Lender	20,809(1)	0	-

(1) This amount was lent, without term, to Mr. Pierre Laurin as personal advances which bear no interest.

Directors and Officers Liability Insurance

The Corporation maintains Directors and officers liability insurance policies for the liability of its Directors and officers arising out of the performance of their duties. The sum of the annual premiums amounts to $174,140 and is paid by the Corporation. The policies provide coverage in respect of a maximum total liability of $30,000,000 (primary and excess liability insurance), subject to a general deductible of $100,000 per loss, as well as specific exclusions, which are usually contained in insurance policies of this nature. The Corporation also maintains a concurrent liability insurance for the liability of its Directors and officers arising out of the performance of their duties, with limits of liability of $5,000,000 and subject to specific exclusions which are usually contained in insurance policies of this nature. The premium for said insurance amounts to $15,000 and is paid by the Corporation.

Interest of Informed Persons and Others In Material Transactions

Management of the Corporation is not aware of any direct or indirect material interest of (i) any director or executive officer of the Corporation or subsidiary of the Corporation, or (ii) any proposed director of the Corporation, or (iii) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both to which are attached more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, or (iv) any associate or affiliate of any such person, in any transaction since the beginning of the 2016 Financial Period of the Corporation, or in any proposed transaction that has materially affected or would materially affect the Corporation or any of its subsidiaries.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Compliance with corporate governance guidelines is a fundamental element of the manner in which the Corporation operates its business and seeks to enhance shareholder value. The Board of Directors is committed to the highest standards of corporate governance practices. Its practices are in line with those of similar Canadian companies in its sector of activity and are annually reviewed by the Corporate Governance and Nominating Committee, who makes recommendations to the Board of Directors as appropriate. The Board of Directors is of the opinion that these practices essentially comply with applicable corporate governance guidelines and ensure transparency and effective governance to the Corporation.

Board of Directors

Board Mandate

The Board of Directors is responsible for the stewardship and strategic direction of the Corporation. It does not actively manage but rather supervises the management of the Corporation's business and affairs, to ensure a consistent focus on increasing shareholder value. In exercising their powers and discharging their duties, the Directors shall (a) act honestly and in good faith with a view to the best interests of the Corporation; and (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board shall assign to Board committees the prior analysis and development of options and recommendations regarding any issues for which it is responsible. To better discharge its responsibilities, the Board of Directors has established the three following standing committees: the Audit and Risk Committee (the "**Audit and Risk Committee**"), the Human Resources and Compensation Committee (the "**HR and Compensation Committee**") and the Corporate Governance and Nominating Committee (the "**Corporate Governance and Nominating Committee**", and collectively with the Audit and Risk Committee and the HR and Compensation Committee, the "**Standing Committees**").

The Board has also constituted the following two advisory committees: the Defense Strategy Committee (the "**Defense Strategy Committee**") which is responsible for ensuring the preparedness of the Corporation in the event of any unsolicited offer or proxy contest and the Plasma Strategy Development and Asset Monetization Committee (the "**PSDAM Committee**" and collectively with the Defense Strategy Committee, the "**Advisory Committees**"), which is responsible for supporting, reviewing and challenging the strategic planning process.

The responsibilities of the Board of Directors are fully described in the Board of Directors mandate attached as **Schedule "A"** to this Circular.

Independence

The Board of Directors determines the Directors' independency according to *Regulation 58-101 respecting disclosure of corporate governance practices* as well as *Regulation 52-110 respecting audit committees*. Of the twelve nominees for election to the Board of Directors, seven Directors are independent being Simon Geoffrey Best, Andrew Bishop, Kenneth Galbraith, David John Jeans, Louise Ménard, Paul Mesburis and Nancy Orr. The five non-independent Directors are Pierre Laurin, Stefan Clulow, Charles N. Kenworthy, John Moran and Bruce Wendel, for the following reasons:

- Mr. Pierre Laurin is President and CEO of the Corporation.

- Mr. Stefan Clulow was nominated by Structured Alpha LP ("**Structured Alpha**") to the Board, pursuant to a loan agreement entered into between the Corporation, certain of its affiliates, and Thomvest Seed Capital Inc., ("**Thomvest**") dated as of September 10, 2013, as amended and restated from time to time, and as assigned by Thomvest to its affiliate, Structured Alpha (the "**Loan**

Agreement"). Pursuant to the Loan Agreement, Structured Alpha is entitled to nominate one person for election to the Board.

- Mr. Charles N. Kenworthy was nominated to the Board by California Capital Equity, LLC ("**CCE**") (an affiliate of Abraxis Bioscience International Holding Company, Inc.), pursuant to a securities purchase agreement (the "**Purchase Agreement**") entered into between the Corporation and Abraxis Bioscience International Holding Company, Inc. on September 3, 2008. Pursuant to the Purchase Agreement, CCE is entitled to nominate one person for election to the Board.

- Dr. John Moran is CMO of the Corporation.

- Mr. Bruce Wendel was an employee of Prometic Biotherapeutics, Inc., a wholly-owned subsidiary of the Corporation, from April 1, 2012 to May 13, 2014, at which date his employment agreement terminated.

On an annual basis, each director has to declare whether he is independent and all such declarations are reviewed by the Corporate Governance and Nominating Committee, which then makes recommendations to the Board in respect of the Board's determination on the independence of Directors.

Independence of the Chairman of the Board

The Corporation has been led by an independent non-executive Chairman since 2011 when the positions of President and CEO and Chairman were separated to permit the Board to function independently of management. The position of Chairman of the Board has been held by Prof. Simon Best since May 2014.

Directors Serving Together

As of March 23, 2017, no Prometic Directors served together on any other public company board.

Meetings

The Board holds regularly-scheduled meetings as well as special meetings to review specific matters when needed. Special meetings are held mainly to discuss financing and material transactions. The Corporation and the Corporate Governance and Nominating Committee monitor Directors' attendance at Board meetings and take participation into account with respect to candidates recommended for election to the Board at the annual meeting of the shareholders. The number of meetings of the Board and its committees held during the 2016 Financial Period and members' attendance at these meetings is provided in the section "*Nominees for Election to the Board of Directors*".

Sessions without Management

As further described in the Board of Directors mandate (attached hereto as **Schedule "A"**), the Directors also hold informal meetings without the presence of management at the end of each regularly scheduled Board or Standing Committee meeting or at other specified times during the year ("**in-camera session(s)**"). These sessions are chaired by the Chairman of the Board. Any conflict of interest arising between the interests of the Board, on one hand, and the interests of non-independent Directors, on the other hand, must be identified and referred to the Chairman for resolution. The Directors generally have an "in camera" session at the end of each regular Board meeting. The Directors may have "in camera" session at the end of a special meeting as well, if necessary; there were eight "in camera" sessions held by the Board during the 2016 Financial Period, six during regular meetings and two during special meetings.

	Number of Meetings held during the 2016 Financial Period	Number of In-Camera Session held during the 2016 Financial Period
Board; regular meetings	6(1)	6
Board; special meetings	4	2
Audit and Risk Committee, regular meetings	5(2)	5
Audit and Risk Committee, special meetings	2(3)	0
HR and Compensation Committee	6	6
Corporate Governance and Nominating Committee	5	5
Plasma Strategy Development and Asset Monetization (PSDAM) Committee	4	2
Defense Strategy Committee	2	1

(1) Consists of five regular meetings and one strategic planning session.

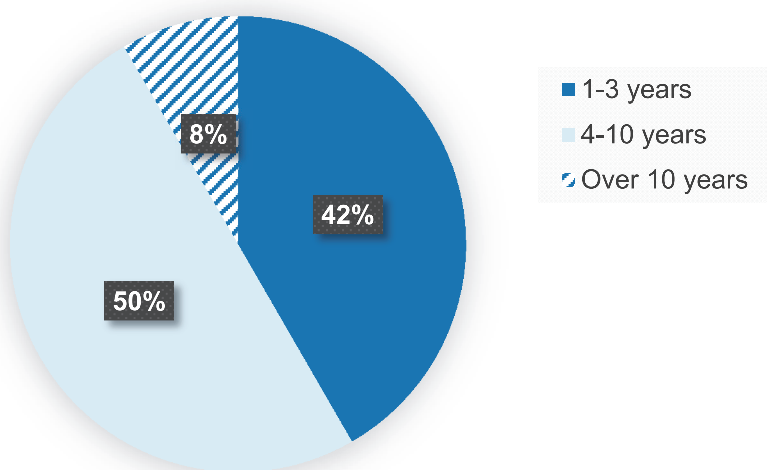
(2) The external lead audit partner (EY) attended four of the five regularly scheduled meetings held by the Audit and Risk Committee, which were related to the review of the Corporation's quarterly and year-end financial statements.

(3) Non-executive Directors were invited to participate to one of the two special meetings.

Director Tenure

The Corporation has not instigated a board tenure policy given the length of tenure of the Directors currently serving on the Board (as illustrated below) which is well below the average tenure of directors of Canadian reporting issuers. The Board believes that some long-serving Non-Executive Directors continue to add value through their experience and organizational memory, having accumulated a deep understanding of the diverse and complex business of the Corporation and the industry in which it operates. They thereby improve the quality of corporate strategic decision-making. The Corporation also believes that having a core group of long-term Directors has been beneficial to board dynamics as well as to the relationship between the Chairman, Board and management. This core group also supports new Directors in acquiring the level of company-specific and industry knowledge required to contribute optimally to Board discussions.

Length of Tenure of the Corporation's Directors



Nomination of Directors

All Directors may submit a list of candidates for nomination as directors to the Corporate Governance and Nominating Committee of the Board. Its powers in relation to new candidates for board nomination are further described in the written mandate of the Corporate Governance and Nominating Committee, available on the Corporation's website at www.prometic.com.

If a candidacy is endorsed by such committee, said nominee is submitted to the Board. The size of the Board is considered, in conjunction with the diversity of background, experience and qualifications of the Directors in order to ensure that the Board functions effectively. To encourage an objective nominating process, the Corporate Governance and Nominating Committee seeks the input of other Directors and senior management on new nominees to the Board and reviews potential candidates in light of board effectiveness assessment results.

Position Descriptions

The roles and responsibilities of the Chairman of the Board and each of its committees are provided by their written mandates. Each Chairman is responsible for overseeing the Board's or the committee's work, as applicable, to ensure that the Board or the relevant committee fulfils its mandate, role and responsibilities as set out in its written mandate, that the structure and mandate of the Board or committee are appropriate and adequate to fulfill its role, that it has the resources and relevant current information to carry out its tasks and that the calendar, organization and procedures of meetings of the Board or committee allow adequate time to examine and discuss matters set before the Board, or one of its designated committees, as applicable. The chairman of a committee acts as intermediary with senior management to establish the committee's work program and ensures that the committee reports to the Board of Directors at each subsequent meeting on the deliberations, decisions and recommendations of the committee.

The Corporate Governance and Nominating Committee has developed, together with the CEO, a written position description for the CEO involving the delineation of his responsibilities. Such description is annually reviewed by the Corporate Governance and Nominating Committee and is approved by the Board. The CEO reports to the Board on a continuous and frequent basis in respect of any material developments, updated business strategy, as well as to provide regular financial and operating reports. Corporate objectives are agreed annually between the CEO and the Board. The CEO is assessed annually against these objectives.

Orientation and Continuing Education

As soon as they have confirmed their interest in becoming directors of the Corporation, new potential nominees are invited to meet with the Chairman of the Board, the chairmans of each Standing Committee of the Board (Audit and Risk Committee, HR and Compensation Committee and Corporate Governance and Nominating Committee) and senior executives before their candidacy is submitted to the shareholders. The Directors newly elected are provided with an orientation package that includes full documentation on the business of the Corporation. In addition, members of management regularly inform Directors of available resources that may be of interest to them in carrying out their roles as directors and brief them on relevant developments, during, as well as, outside Board and committee meetings at which members of management are present. This includes regular and frequent reports on the evolution of the business of the Corporation and implementation of its strategic plan. The Directors are also invited to participate to in-house educational sessions. At least two such sessions are held annually. These sessions cover topics directly linked to the strategic corporate and business planning and are given by either internal or external expert professionals. During the 2016 Financial Period, three educational sessions were held:

Educational Sessions held during the 2016 Financial Period		
Date	**Subject matter**	**Attendance**
May 2016	Board annual assessments	82%
August 2016	Emerging trends in accounting	100%[(1)]
November 2016	Therapeutics commercial launch	92%

(1) Although this educational session was organized for the members of the Audit and Risk Committee, all the Directors were invited to participate. All of the members of the Audit and Risk Committees attended this educational session.

Finally, during the 2016 Financial Period, the Board encouraged its Directors to attend appropriately targeted external training and continuing professional development programs and provided a budget to enable this. The Board Chairman and the Chairmans of the Audit and Risk Committee and Corporate Governance and Nominating Committee respectively attended courses at INSEAD (an international business school), Harvard Business School and a National Association Corporate Director (NACD) seminar.

Standing Committees

The Board carries out its mandate directly and through recommendations it receives from the Standing Committees, being the Audit and Risk Committee, the HR and Compensation Committee and the Corporate Governance and Nominating Committee.

Similarly, the Board receives recommendations from the Advisory Committees as well as from management.

The Audit and Risk Committee

The principal duties of the Audit and Risk Committee are to review annual and interim financial statements and all legally required public disclosure documents containing financial information prior to their approval by the Board. It reviews the planned scope of the audit of the annual consolidated financial statements by the auditors of the Corporation. The Audit and Risk Committee is also responsible for:

- Reviewing the annual internal audit plan and monitor its execution;
- Reviewing the quarterly reports of audit activities, findings and recommendations;
- Reviewing and approving the function's organizational structure, budget and resources;
- Assessing the effectiveness of the risk management function; and
- Receiving regular updates from the Chief Legal Officer on legal matters.

The Audit and Risk Committee oversees the services rendered by the external auditors, which were performed by Ernst & Young ("**EY**") for the 2016 Financial Period. To that effect, the Audit and Risk Committee (i) discusses with EY its responsibilities in performing EY's audit, its determination of areas of significant audit risk and related risk mitigation procedures, and reviewed and approved its annual audit plan and associated fees; (ii) discussed with EY the key accounting risks and significant judgments made by management; (iii) received written confirmation from EY of its independence; (iv) pre-approved all additional engagements with EY (including any non-audit services); (v) assesses, annually, EY's performance. The Audit and Risk Committee is also involved in the assessment and selection of the Corporation's external auditor; the Audit and Risk Committee does consider the impact of changing auditor as part of its assessment.

EY and the EY lead audit partner were appointed as the Corporation's auditors in 2009. The existing lead audit partner will be rotated out in 2017 as part of the standard auditor partner rotation process. The Audit and Risk Committee interviewed and selected a new lead EY audit partner for the 2017 partner rotation. During the 2016 Financial Period, EY's lead audit partner attended four of the five regularly scheduled meetings held by the Audit and Risk Committee, which were related to the review of the Corporation's quarterly and year-end financial statements.

The Audit and Risk Committee, or in the absence of the full committee, the Chairman of the Audit and Risk Committee, is charged with pre-approving all engagements of the Corporation's auditors for audit-related and permitted non-audit services. The auditor's fees are described in the 2016 AIF under the heading "*External Auditor Services Fees*".

During the 2016 Financial Period, the Audit and Risk Committee reviewed certain positions relating to:

- equity and debt financings, and concurrent private placements;
- fair value variation of warrant liability, private placement and fair value of financial instruments;
- tax provisions and disclosure;
- business combinations, including the acquisition of Telesta Therapeutics Inc.; and
- disclosure controls and procedures and internal controls over financial reporting.

The Audit and Risk Committee is composed of Mr. Paul Mesburis (Chairman), Prof. Simon Best, Mr. Andrew Bishop and Ms. Nancy Orr. The members are all independent directors and financially literate within the meaning of the Canadian Securities Administrators rules. The members also qualify as "audit committee financial experts" as defined by the U.S. Securities and Exchange Commission.

A further description of the composition of the Audit and Risk Committee and on the relevant education and experience of its members is set out in the Corporation's 2016 AIF under the heading "*Audit Committee – Relevant Education and Experience*".

The HR and Compensation Committee

The HR and Compensation Committee is responsible for assisting the Board of Directors in the discharge of its responsibilities regarding the recruitment, evaluation, compensation and succession planning for the Corporation's CEO and Named Executive Officers. The HR and Compensation Committee makes recommendations to the Board regarding the design and implementation of incentive-compensation and equity-based plans that link pay to performance and that reflect an appropriate balance between the short- and long-term performance objectives.

The HR and Compensation Committee meets regularly throughout the year. At the end of each meeting or whenever deemed necessary, the HR and Compensation Committee holds an informal in-camera session without the presence of management. The Chairman of the HR and Compensation Committee presides over these sessions and informs management of the subjects discussed and any follow up action to be taken.

Each year, the HR and Compensation Committee prepares its annual work plan to ensure that it has completed an in-depth review of the Corporation's human resource and compensation practices, conducted its duties and responsibilities as defined in the HR and Compensation Committee's charter in a timely and efficient manner and completed all regulatory and internal reporting requirements.

The primary responsibility of the HR and Compensation Committee is to evaluate and/or review the performance of the senior executives, including the CEO, and to review their respective objectives and compensation. It must also review annually the Corporation's executive compensation policies and programs, assess existing resources and plans to ensure that qualified personnel are available as required and oversee the succession planning for senior management. The HR and Compensation Committee also reviews Directors' compensation and submits recommendations to the Board to recognize that such compensation reflects the responsibility and risks associated with such a position.

The primary responsibilities of the HR and Compensation Committee below are presented to the Board of Directors annually for its review and approval:

- Determine the composition of the Peer Group used for benchmarking and fixing compensation for Directors, the CEO and NEOs;
- Propose independent consultants to review composition of the Peer Group, if deemed necessary by the committee;
- Determine compensation for Directors;
- Revise the compensation policies and practices for CEO and NEOs using other market compensation surveys;
- Determine the base salary and annual cash bonus for CEO and NEOs;
- Monitor and evaluate corporate performance in meeting the corporate long-term objectives;
- Award RSUs and stock options for the CEO and NEOs under the LTIP based on their success in meeting defined targets;
- Grant stock options to new hires, staff, executives and Directors of the Board, where applicable;
- Determine the corporate short-term and long-term objectives;
- Determine the short-term individual objectives for senior executives;
- Review the succession plan and/or contingency plan;
- Revise senior executives' employment agreements;
- Revise the delegation of authority; and
- Consider severance policy best practices in executive compensation.

The HR and Compensation Committee is composed of Ms. Nancy Orr (Chairman), Prof. Simon Best, Mr. Kenneth Galbraith, Dr. Raymond Hakim and Ms. Louise Menard, all of whom are independent directors.

All of the HR and Compensation Committee members have, to various degrees, experience in dealing with human resources matters:

Ms. Nancy Orr (Chairman) has been a member of the board and member of the Human Resources and Compensation Committee of Mercer International since 2013. From 2009 to 2012, she was a member of the board and member of the Human Resources and Compensation Committee of Dundee Wealth Management. From 1991 to 2007, Ms. Orr was President of Dynamis Group, a private company that developed large turnkey construction and infrastructure projects in Africa. As such, Ms. Orr participated in the design and oversight of compensation programs that had a high risk/reward ratio, and where compensation was highly performance-based.

Prof. Simon Best served as Chairman of the board and member on the Human Resources Committee of Entelos Inc., a London AIM listed company in predictive biosimulation for pharmaceutical and consumer product R&D. He also served as member of the Human Resources Committee of Ardana Plc, a United Kingdom LSE listed pharmaceutical company engaged in the discovery and development of products for human reproductive health. As such, Prof. Best operated best practices in compensation setting long-term incentive plans taking into account industry benchmarking and external surveys to align the interests of management with financial investors and other shareholders.

Mr. Kenneth Galbraith managed human resources function in QLT Inc., a biotech company of 400 employees up to his departure in 2000. He also chaired and served as a member of numerous compensation committees for public and private biotech companies in North America from 1999 to current.

Dr. Raymond Hakim, as CMO of Fresenius Medical Care, a public company in dialysis services and products around the globe, was involved in several human resources decisions such as hiring, terminating and retaining several key personnel. Mr. Hakim is also involved in reviewing the compensation of such personnel as well as colleagues in other public companies.

Ms. Louise Ménard was a member of the human resources committee of the *Société des Alcools du Québec* (SAQ) from 2007 to October 2016. As such, Ms. Ménard was reviewing annually the performance-based compensation of the chief executive officer and senior officers as well as the annual corporate and personal objectives, the human resources policies and practices and senior officers' employment contracts.

The Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee (previously known as Corporate Governance Committee) is responsible for the development of the Corporation's approach to governance issues and for ensuring that such approach supports the effective functioning of the Corporation with a view to its best interests.

The Corporate Governance and Nominating Committee assists the Board in fulfilling its responsibilities with respect to three fundamental issues:

(i) monitoring the composition and performance of the Board and its committees;

(ii) overseeing the development and the regular assessment of the Corporation's approach to corporate governance issues and ensuring that such approach supports the effective functioning of the Corporation with a view to the best interests of the Corporation's shareholders and effective communication between the Board of Directors and management of the Corporation; and

(iii) overseeing the process, structure and effective system of accountability by management to the Board of Directors and by the Board of Directors to the shareholders, in accordance with applicable laws, regulations and industry standards for good governance practices.

Board Assessments

The Corporate Governance and Nominating Committee assesses annually, through written questionnaires, the effectiveness and performance of individual Directors, the Chairman of the Board, the Board as a whole, the Board committees as well as their chairmans. The results are compiled on a confidential basis and are reviewed, analyzed and discussed by the Corporate Governance and Nominating Committee and reported to the Board. These surveys include the Directors' views on several topics such as the organization and the efficiency of the Board meetings, the communication process between the Board and management/CEO, the appropriate size of the Board as well as the level of contribution of its Directors. In addition, the committee assesses the functioning of the Board committees, the qualifications and experience that should be represented on the Board and those that should be considered in assessing new nominees to the Board. The Directors also conduct their self-evaluation and the evaluation of their peers which are reviewed on a confidential basis respectively by the Chairman of the Board and the Chairman of the Corporate Governance and Nominating Committee. These assessment/evaluations are done internally to benefit from direct and personal input.

The Corporation's disclosure of corporate governance practices is reviewed annually by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee meets regularly throughout the year. At the end of each meeting or whenever deemed necessary, the Corporate Governance and Nominating Committee holds an informal in-camera session without the presence of management. The Chairman presides over these sessions and informs management of the subjects discussed and of follow-up actions to be taken, if any.

The Corporate Governance and Nominating Committee is composed of Ms. Louise Ménard (Chairman), Prof. Simon Best, Dr. Raymond Hakim and Mr. Paul Mesburis, all of whom are independent directors.

Standing Committees' Charters

The texts of the above Standing Committees' charters are available on the Corporation's website at www.prometic.com. The Audit and Risk Committee's charter is also available in the 2016 AIF.

Furthermore, a copy of the charters may be obtained upon request, which should be addressed to the Corporate Secretary of the Corporation at 440 Armand-Frappier Blvd., Suite 300, Laval, Québec, H7V 4B4 (Telephone: 450-781-0115 or Fax: 450-781-4477). The Corporation may require the payment of a reasonable charge if the request is made by a person other than a holder of securities of the Corporation.

Other Committees

Plasma Strategy Development and Asset Monetization Committee

In 2015, the Board formed a new committee named the Strategy Development and Asset Monetization Committee. In May 2016, the committee became the PSDAM Committee. This committee was first created to support, review and challenge the strategic planning process in general. In 2016, the committee was renamed to better reflect its mandate. The PSDAM Committee acts as a sounding-board for management during external negotiations with respect to the commercialization of its plasma-derives (*e.g.* negotiating licensing deals). It also ensures that management's strategic recommendations to the Board are well-supported by thorough analysis and appropriately documented. The PSDAM Committee is composed of Prof. Simon Best (Chairman), Mr. Stefan Clulow, Mr. Kenneth Galbraith, Mr. Pierre Laurin and Mr. Bruce Wendel.[4]

Defense Strategy Committee

The Defense Strategy Committee is responsible for ensuring the preparedness of the Corporation in the event of any unsolicited offer or proxy contest. The Defense Strategy Committee is composed of Prof. Simon Best (Chairman), Mr. Andrew Bishop, Ms. Louise Ménard (Chairman of the Corporate Governance and Nominating Committee), Mr. Paul Mesburis (Chairman of the Audit and Risk Committee) and Ms. Nancy Orr (Chairman of the HR and Compensation Committee).

Director Selection Process

The Corporation develops and reviews the criteria for selecting directors by annually assessing the competencies, skills, personal qualities, availability, gender diversity, business background and experience of its existing Directors and maintains a list of potential candidates that is updated regularly throughout the year and officially reviewed by the Corporate Governance and Nominating Committee at least once a year.

The Corporate Governance and Nominating Committee, together with the Chairman of the Board, are responsible for identifying new candidates to stand for election as directors and the slate of existing Directors standing for re-election. For the nominees who are already Directors, an annual evaluation is conducted by the Corporate Governance and Nominating Committee in order to assess the effectiveness of the functioning of the Board as a whole, its committees, its chairman and individual Directors as well as an annual self-assessment and assessment by peers.

In order to reflect the increasing diversity of the Corporation's activities and scope of operations, the Corporation has modified its mix of directors over the past years to reflect a more complementary mix of professional skills and the broader geographic scope of its global activities.

[4] Since May 2106, strategy development and asset monetization for the small molecule portfolio has been undertaken by the board of the Corporation's UK entity, Prometic Pharma SMT Limited ("**PSMT**"). The board of directors of PSMT is composed of Prof. Simon Best (Chairman), Mr. Stefan Clulow, Mr. Kenneth Galbraith, Mr. Pierre Laurin, Mr. Bruce Wendel, a UK-based independent Board Member Dr John Jeans and 2 SEOs Mr. Bruce Pritchard and Mr. Patrick Sartore.

Skills Matrix

As part of the process to identify board candidates, the Corporate Governance and Nominating Committee has developed a competency matrix based on knowledge, types of expertise and geographical representation, and identifies any gaps in director skills at the board level. The Board also takes into consideration business experience, diversity of gender as well as independence, qualifications, financial acumen, business judgment and board dynamics. This competency matrix is reviewed annually by the Chairman of the Board with the Corporate Governance and Nominating Committee, and is updated as required.

The following table identifies some of the skills that constitute part of the skills matrix used by the Corporate Governance and Nominating Committees as well as the top three skills possessed by the Directors.

Nominees	Top Three Competencies								Representativeness		
	Pharma Industry										
	Scientific	Intellectual Property	Risk Management	Finance / Accounting	Financing Transaction	Legal	Human Resources	Business Administration	Geographic	Gender (M/F)	Age
Simon Geoffrey Best		√			√			√	UK	M	60
Andrew Bishop				√	√			√	CA	M	51
Stefan Clulow		√			√	√			CA	M	46
Kenneth Galbraith				√	√			√	CA	M	54
Raymond Hakim(1)	√						√		US	M	72
Charles N. Kenworthy						√			US	M	59
Pierre Laurin	√				√			√	CA	M	56
Louise Ménard		√				√	√		CA	F	68
Paul Mesburis				√	√			√	CA	M	47
John Moran	√		√						US	M	71
Nancy Orr				√	√		√		CA	F	66
Bruce Wendel		√				√		√	US	M	63

(1) Dr. Raymond Hakim will not stand for re-election on the Board at the next Annual General and Special Meeting of Shareholders on May 10, 2017.

Diversity

Board Diversity

The Corporation believes that drawing from a broad range and variety of perspectives is beneficial to the Corporation's success and helps it achieve its objectives in terms of efficiency for the benefit of its shareholders. Therefore, the Corporation is committed to increasing diversity of its Directors over time and, as such, supports initiatives aimed at identifying candidates who meet diversity criteria. While the Corporation has not adopted a written Board Diversity Policy *per se*, it has embraced a broad definition of diversity that encompasses factors such as ethnicity, gender, training, personal attributes and life experiences and gender diversity is one of the criteria embedded in the director identification and selection process. However, recommendations for election and appointment are made on merit, in light of the skills, experience, independence and knowledge that the Board of Directors, as a whole, requires to be most effective with regards to the current Board's composition and the Corporation's current and future plans and objectives, as well as anticipated regulatory and market developments. The Board of Directors must retain the flexibility to add qualified directors. The necessity of obtaining the right synergy and balance among Directors so as to optimize the Board's ability to meet the challenges faced by the Corporation is also paramount. However, the Corporation has an Equal Opportunities Policy by virtue of which the Corporation is committed to and supports the principle of equal opportunities in employment.

Even if the Corporation does not have a Board Diversity Policy nor specific targets, it nevertheless believes that it is in the best interests of the Corporation to consider the level of representation of women on the Board and to proactively search for well-qualified female candidates for consideration on short-lists when Board or senior employment opportunities arise.

The Corporation has always encouraged the representation of women on the Board. In the last six years, the Corporation has had between one and three women on its Board with a current representation of two women Directors, representing 17% of the Directors.

Diversity and Senior Management

The Corporation does not currently have a target for the number of women among its senior executive officers as it does not feel such targets are necessary at this time. The Corporation is however committed to promoting diversity and inclusion at all levels of organization and does take into account the level of representation of women when making executive officer appointments.

Although there are presently no women among the senior executive officers of the Corporation, no less than 15 women hold a leadership position (13 directors and 2 vice-presidents) and assume management responsibilities. Because of the limited size of the senior executive team and the need to ensure that recruitment efforts and appointments are primarily based on the merits of the individuals and the needs of the Corporation at the relevant time, the Board of Directors has decided not to set targets regarding the representation of women in senior executive officer positions. However, the Board of Directors is committed to equality of opportunity and to the recruitment, retention, development and promotion of qualified female candidates among its workforce, including at the highest level.

When recommending candidates as executive officers, candidates are considered in the same way the potential director nominees are evaluated.

Equal Opportunities Policy

The Corporation is committed to and supports the principle of equal opportunities in employment. The Corporation opposes to all forms of unlawful or unfair direct or indirect discrimination on the grounds of sex, ethnic or national origins, religion or political beliefs, disability, marital status, age and sexual orientation. The Corporation believes that it is in the best interest of the Corporation and all those who work for the Corporation to ensure that the talents and skills of people throughout the community are considered when employment opportunities arise.

The Corporation takes every step to ensure that individuals are treated equally and fairly, and decisions on recruitment and selection, training, secondment, promotion, career development and employee relations are taken solely on job-related criteria.

Succession Planning

The Corporation's succession planning aims to ensure that we have a pipeline of leaders in our organization to drive both short-term and long-term performance and the right talent in the right roles to execute on the Corporation's business strategy. While the Corporation's succession planning used to focus more on emergency plan in case of unforeseen circumstances, such as the departure of an officer in a key leadership role, the efforts are now focused on identifying and developing key talent at the executive level, analyzing the succession pipeline from an expertise and diversity perspective and initiating action plans to address actual or future potential gaps. Over the years, the number of members on the senior executive team was increased as a result of such succession process.

Code of Ethics and Business Conduct

The Board of Directors has adopted a Code of Ethics and Business Conduct (the "**Code**") applicable to all Directors, officers, employees and consultants of the Corporation and members of its group. The Code is available on request to the Secretary of the Company at the principal business offices of the Corporation and is posted on the Corporation's website at www.prometic.com and on the SEDAR website at www.sedar.com. The Board has the overall responsibility to monitor compliance with the Code. It generally outlines standards of conduct that must be met in carrying out one's functions, including in relation to (i) general conduct and behavior (loyalty, ethics and respectful behavior), (ii) Directors' fiduciary duties, (iii) the integrity of books and records, (iv) responsibilities of representatives, (v) conflict of interest principles and procedures, (vi) harassment and discrimination, (vii) compliance with laws, rules and regulations including the Foreign Corrupt Practices Act (FCPA), (viii) the protection of intellectual property, (ix) proper use of social networks, (x) complaints procedures and reporting code violations, (xi) sanctions and consequences of departures from the Code, and (xii) Board monitoring and waivers.

The Code contains standards of conduct to avoid or properly declare conflicts of interest. In addition, in the event that a director may have a material interest in transactions and agreements, such director is expected to declare his/her interest and otherwise act as prescribed by the CBCA, and as circumstances warrant, to abstain from voting on the approval of such transactions and agreements. The Audit and Risk Committee and the Corporate Governance and Nominating Committee may grant waivers of provisions of the Code to Directors and senior officers, while certain members of management may grant waivers to employees. The Code is supplemented by a complaint reporting policy, pursuant to which persons in charge of the administration of the policy report annually to the Chairman of the Audit and Risk Committee on complaints relating to accounting, audit and internal control matters and to the Chairman of the Corporate Governance and Nominating Committee on complaints relating to other matters. During the 2016 Financial Period, no complaints related to the Code were received, and there were no material change reports filed that pertain to any conduct of a director or executive officer that constitutes a departure from the Code.

Shareholder Proposals

The CBCA provides, in effect, that a registered holder or beneficial owner of shares entitled to vote at an annual meeting of the Corporation may submit to the Corporation notice of any matter that the person proposes to raise at the meeting (the "**Proposal**") and discuss at the meeting any matter in respect of which the person would have been entitled to submit a Proposal. The CBCA further provides, in effect, that the Corporation must set out the Proposal in its management information circular along with, if so requested by the person who makes the Proposal, a statement in support of the Proposal by such person. However, the Corporation will not be required to set out the Proposal in its management information circular or include a supporting statement if, among other things, the Proposal is not submitted to the Corporation at least ninety (90) days before the anniversary date of the notice of meeting that was sent to the shareholders in connection with the previous annual meeting of shareholders of the Corporation. The deadline for submitting a proposal to the Corporation in connection with the next annual meeting of shareholders is December 22, 2017.

The foregoing is a summary only; shareholders should carefully review the provisions of the CBCA relating to Proposals and consult with a legal advisor.

Additional Information

The Corporation is a reporting issuer under the securities acts of all provinces of Canada and is thereby required to file financial statements and management information circulars with the various securities commissions in such provinces. The Corporation also files an annual information form annually with such securities commissions. Financial information is provided in the Corporation's comparative financial statements and Management's Discussion and Analysis for its most recently completed financial year. Copies of the Corporation's latest annual information form, latest audited financial statements, interim financial statements filed since the date of the latest audited financial statements, latest Management's Discussion and Analysis, and latest management information circular may be obtained upon request or on the website www.sedar.com. Requests should be addressed to the Corporate Secretary of the Corporation at 440 Armand-Frappier Blvd., Suite 300, Laval, Québec, H7V 4B4 (Telephone: 450-781-0115 or Fax: 450-781-4477). The Corporation may require the payment of a reasonable charge when the request is made by a person other than a holder of securities of the Corporation. Additional information relating to the Corporation may be found on the website www.sedar.com.

Directors' Approval

The Board of Directors has approved the content of this Circular including any attached schedules hereto and the sending of it to each shareholder entitled to receive the Notice of the Meeting, to each director and to the auditors of the Corporation.

(s) *Patrick Sartore*

Patrick Sartore, Chief Legal Officer and Corporate Secretary
Laval, Québec, March 23, 2017.

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Schedule "A"

Board of Directors Mandate

I. PURPOSE

The Board of Directors of Prometic Life Sciences Inc. (the "**Corporation**") is ultimately responsible for the stewardship of the Corporation and its subsidiaries as a whole. It does not actively manage but rather supervises the management of the Corporation's business and affairs, to ensure a consistent focus on increasing shareholder value. In exercising their powers and discharging their duties, the Directors shall (a) act honestly and in good faith with a view to the best interests of the Corporation and all stakeholders; and (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board shall assign to Board committees the prior analysis and development of options and recommendations regarding any issues it is responsible for. To better discharge its responsibilities, the Board of Directors shall establish the three (3) following standing committees: the Corporate Governance and Nominating Committee, the Human Resources and Compensation Committee and the Audit and Risk Committee.

The Board has delegated the approval of certain matters to the Management of the Corporation pursuant to its Delegation of Authority, as amended from time to time.

In discharging its mandate, the Board of Directors may engage the services of outside advisors at the expense of the Corporation. The Board also allows any Board committee or director to engage the services of an outside advisor at the expense of the Corporation, to adequately carry out such Committee's duties, where the circumstances so warrant. Any Board committee or director shall obtain Board of Directors' written approval before engaging the services of an outside advisor.

II. MANDATE

To fulfill its mandate, the Board of Directors assumes responsibility for the following matters:

<u>Strategy Development</u>

Initially adopt and annually review a strategic planning process and strategic directions arising therefrom, taking into account, among other things, the opportunities and risks of the business of the Corporation, as well as review annually the critical assessment of these directions, of the actions taken to achieve them and the results of such actions.

<u>Human Resources, Compensation and Performance Assessment</u>

1. Oversee succession planning, including the appointment, training and monitoring of the Chairman, the Directors, the CEO and other executive officers of the Corporation.

2. Together with the CEO, approve corporate goals and objectives that the CEO is responsible for meeting and assess the CEO against these goals and objectives.

3. With input from a committee of the Board of Directors comprised of a majority of independent directors, review the adequacy and form of the compensation of the Chairman, executive officers and directors, with such compensation realistically reflecting the responsibilities and risks of such positions and comparison with a relevant group of peer companies in Canada, the USA and the UK.

4. On an annual basis, (i) designate the senior executives officers of the Corporation, (ii) select and appoint as executive officers fully competent persons to such offices to manage the business and affairs of the Corporation, and (iii) assess the performance of the CEO.

5. Ensure that processes are implemented by the CEO to assess the executive officers.

6. Together with the CEO, develop position descriptions for the Chairman of the Board, the chairman of each committee of the Board and for the CEO.

Financial Matters, Risk Management and Internal Control

1. Identify the principal risks inherent in the activities of the Corporation and assessing the implementation of appropriate systems to manage these risks.

2. Oversee the integrity of internal controls and management information technology systems.

3. Adopt budgets and financial results of the Corporation, monitor compliance with accounting standards and the integrity and adequacy of financial information disclosure.

4. Upon the Audit and Risk Committee's recommendation, (i) select the external auditors to be nominated for appointment by the shareholders of the Corporation, and (ii) approve fees and other compensation to be paid to the external auditors.

5. Determine the appropriateness of declaring dividends and the declaration of dividends, where appropriate.

6. Agree annual Internal Audit objectives with the COO and CFO, receive Internal Audit reports and ensure that any remedial actions or adoption of new control measures are implemented effectively.

Corporate Governance Matters

1. To the extent feasible, satisfying itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization.

2. Establish and review annually corporate communication policies with respect to the following: (i) how the Corporation interacts with analysts, investors, other key stakeholders and the public; (ii) measures for the Corporation to comply with its continuous and timely disclosure obligations and to avoid selective disclosure and (iii) tipping and the purchase and sale of securities of the Corporation by insiders and other persons with a special relationship with the Corporation.

3. Adopt measures for receiving feedback from security holders.

4. Adopt and annually review a written code of business conduct and ethics for the Corporation that governs the behaviour of Directors, officers and employees with standards reasonably designed to promote integrity and deter wrongdoing, monitor compliance with the code and grant any waivers from compliance with the code for Directors and executive officers.

5. Implement structures and procedures that ensure that the Board of Directors can function independently of management.

6. During a Board meeting, appoint an independent director as Chairman or "lead director" of the Board should the Board consider the Chairman's independent judgment is biased, to ensure that the Board will successfully carry out its duties.

7. For each member of the Board of Directors, act as representatives of the Corporation in: (i) enhancing the organization's public image, firm reputation and credibility, (ii) providing

contacts/network to the Corporation, (iii) being loyal to the Corporation, (iv) supporting the decisions of the majority the Board of Directors, and (v) identifying, evaluating and carrying out profitable business opportunities for the Corporation, as well as providing the Corporation with information on the market in which it operates.

8. Appoint committees of the Board of Directors, determine their mandates and select their members and chairman.

9. Adopt and annually review mandates and work program for each of the Board's committees.

10. Assign to a committee of Directors comprised of a majority of independent directors, the general responsibility for developing the Corporation's approach to governance issues, including developing a set of corporate governance principles, guidelines and practices that are specifically applicable to the Corporation.

11. Assess annually the effectiveness of the Board of Directors, the committees of the Board, the Chairman as well as the Directors.

12. Ensure that all new Directors receive comprehensive orientation to fully understand the role of the Board of Directors and its committees, as well as the contribution individual Directors are expected to make (including, in particular, the commitment of time and energy that the Corporation expects from its Directors) and the nature and operation of the Corporation's business and the industry within which it operates.

13. Examine annually the size and composition of the Board and its Committees, with a view to having a diversity of gender, geography, background and skills to ensure a wide-variety of perspectives, experience and expertise to achieve effective stewardship and facilitate effective decision-making and ensure the planned retirement of Directors as necessary to maintain an optimal mix of skills, competencies, recent experience and contact-networks.

14. Perform and carry out any other duties assigned to the Board of Directors pursuant to the Corporation's certificate and statutes of incorporation, by-laws, governing law and other applicable statutes, regulations, rules and norms as amended from time to time.

15. Keep records of its activities, meetings, etc. at the office of the Corporate Secretary.

III. COMPOSITION

The Board of Directors is comprised of a minimum of three (3) directors and a maximum of fifteen (15) in accordance with the articles of the Corporation and applicable laws, but its quorum must at all times be comprised of at least two independent directors.

The Board of Directors should be constituted with a majority of individuals who qualify as independent directors. A director is independent if such director has no material relationship with the Corporation, as defined in s. 1.4 of *Regulation 52-110 respecting Audit Committee*s as amended from time to time. If the Corporation has a significant shareholder, the Board of Directors should include in addition a number of directors who do not have interests in or relationships with either the Corporation or the significant shareholder (i.e. a shareholder with the ability to exercise a majority of the votes for the election of the Board of Directors) and which fairly reflects the investment in the Corporation by shareholders other than the significant shareholder.

The application of the definition of "independent director" to the circumstances of each individual director, for the purposes of and as defined in the preceding paragraph, is the responsibility of the Board of Directors. The Board is also required to identify which directors are independent and obtain and provide a description of the material relationship between each director who is not independent and the Corporation.

IV. MEETINGS

To efficiently discharge its duties, the Board of Directors meets periodically (at least once per quarter), and the committees of the Board of Directors meet between these meetings as circumstances dictate.

The Board of Directors holds, at least once a year, an informal meeting without management being present. Such meetings can be held, if the Board of Directors so wishes, at the end of each meeting of the Board or at other specified times during the year ("in-camera session(s)"). During an in-camera session, a secretary should be designated amongst the directors present at said session in order to record any decision made by the directors. The CEO must be invited at the end of an in-camera session to be informed of any such decision and have the opportunity to comment thereon, in the event that a decision was taken. If further discussions between the directors are needed following the CEO's comments, the CEO must leave the session and must be informed of the final decision immediately thereafter.

V. WORK PROGRAM

The Board of Directors annually establishes a work program in order to fix a schedule to fulfill its responsibilities pursuant to the content of this charter. The Board of Directors uses such work program, inter alia, to evaluate its compliance with this charter.

Schedule "B"

Increase of Maximum Number of Common Shares Reserved for Issuance

"**BE IT RESOLVED**:

1. **THAT** the Amendment to the Stock Option Plan approved by the Board of Directors on February 8, 2017, be and it is hereby approved, ratified and confirmed so as to increase the maximum number of Common Shares reserved for issuance under the Stock Option Plan by 4,332,603 Common Shares from 29,101,982 to 33,434,585; and

2. **THAT** the Board of Directors of the Corporation be and is hereby authorized, without further notice, to cause all measures to be taken, such further documents to be executed as may be deemed necessary or advisable to give effect to and fully carry out the intent of this resolution."

Schedule "C"

Summary of the Option Plan

The Corporation has put in place a stock option plan (the "**Option Plan**") for the benefit of eligible directors, officers, employees and service providers of the Corporation and its subsidiaries, as designated from time to time by the Board of the Corporation (the "**Beneficiaries**"), so as to encourage them to promote the business and affairs of the Corporation to the best of their abilities. Under the Option Plan, the Beneficiaries are granted, by means of stock options, the right to purchase common shares of the Corporation ("**Common Shares**") for cash. The Option Plan provides that the Board may grant options to Beneficiaries on terms that the Board may determine within the limitations defined in the Option Plan, including terms with respect to the vesting of options granted.

The maximum number of shares reserved for issuance under the Option Plan is 29,101,982, which represents approximately 4.4% of the total number of Common Shares issued and outstanding as of March 23, 2017. On February 8, 2017, the Board of Directors approved an amendment to the Option Plan in order to increase the maximum number of Common Shares reserved for issuance thereunder. See section "*Amendment to the Stock Option Plan*" on page 10 as well as Schedule "B" for additional information.

On March 23, 2017, the Board of Directors modified the Option Plan to clarify the dispositions related to the insiders' participation limit. Shareholder approval is not required for such amendment given that the Board of Directors has the full power and authority to correct and rectify any ambiguity in the Option Plan. To that effect, the maximum number of Common Shares that may be reserved for issuance to any one individual at any time is limited to 5% of the Common Shares outstanding at the time of the reservation or issuance of such Common Shares. The maximum number of Common Shares that may be reserved for issuance to insiders of the Corporation and their associates under the Option Plan and any other employee incentive plans (the "**Other Plans**") at any time is limited to 10% of the Common Shares outstanding at the time of the reservation or issuance of such Common Shares. The maximum number of Common Shares which may be issued to any one insider and such insider's associates under the Option Plan or the Other Plans in any one-year period is 5% of the Common Shares outstanding at the date of the issuance. The maximum number of Common Shares issued to all insiders and their associates under the Option Plan or the other plans in any one-year period is 10% of the Common Shares outstanding at the date of the issuance.

The Board of the Corporation has the authority under the Option Plan to establish the option price at the time each option is granted, which may not be less than the volume-weighted average trading price of the Common Shares on the Toronto Stock Exchange, or another stock exchange where the majority of the trading volume and value of the Shares occurs, for the last five (5) trading days immediately preceding the day on which the option is granted. The volume-weighted average trading price of the Shares is calculated by dividing the total value by the total volume of Common Shares traded for the relevant period.

Options granted under the Option Plan must be exercised within a period of time established by the Board at the time each option is granted, which may not exceed ten years from the date of the grant. All options granted by the Corporation between September 10, 2001 and November 12, 2012 under the Option Plan have a five year and thirty day term. These options granted under the Option Plan may be exercised in whole or in part within the periods stipulated by the Board or, failing such stipulation, on a cumulative basis staggered over a five-year period at a rate of twenty percent (20%) per annum calculated from the date the options are granted. Since November 12, 2013, following an amendment to the Option Plan made by resolution of the Board, all options granted by the Corporation under the Option Plan have a five year term and in the absence of any other specifications made by the Board at the time of the grant, these options shall be exercisable at a cumulative rate of 25% per year calculated from the date the options are granted. Options are not transferable other than by will or in accordance with the laws of succession.

Should the expiration of the term of an option or the exercise period fall within a period during which designated employees of the Corporation cannot trade the Common Shares pursuant to Prometic's insider trading policy which is in effect at that time, the Option Plan provides that such expiration date or exercise period shall be automatically extended without any further act or formality to that date which is the tenth (10^{th}) business day after the end of the blackout period, such tenth (10^{th}) business day to be considered the expiration of the term of such option for all purposes under the Option Plan, and said "ten business day period" may not be extended by the Board.

The provisions of the Option Plan provide that if a Beneficiary ceases to be an eligible person under the Option Plan for any reason whatsoever other than death, termination for cause or retirement at normal retirement age in the country of residence of the optionee or resignation, each vested option held by such Beneficiary will cease to be exercisable upon expiration of the term of the option, unless otherwise determined by the Board, by resolution. If a Beneficiary dies, his legal successor may exercise the Beneficiary's vested options prior to the expiration of the term of the options. Upon an optionee's resignation of employment, any vested options shall be exercisable within ninety (90) days following such resignation or prior to the expiration of the term option, whichever occurs earlier. In addition, the Option Plan provides that upon termination of employment for cause or a Beneficiary being removed from office as a director for cause or disqualified by law, any unvested option granted to him shall immediately terminate and any vested options will cease to be exercisable thirty (30) days following the termination date. Finally, upon an optionee ceasing to be a director or officer of the Corporation other than by reason of his being removed or becoming disqualified from a director or officer by law, any vested options granted to such optionee may be exercised prior to the expiration of the term of the option and such option shall vest, pro rata to his time served on the Board, on a quarterly basis and become fully vested after a year.

The Board shall have full power and authority to amend, suspend or discontinue the Option Plan at any time, or the terms of any previously granted option, without obtaining shareholder approval, including without limitations, the following type of amendments:

- any limitation of conditions on participation in the Option Plan (other than to the eligibility for participation);
- any amendment to any terms upon which options may be granted and exercised, including but not limited to, the terms relating to the amount and payment of the option price, vesting, expiry and adjustment of options, or the addition or amendment of terms relating to the provision of financial assistance to optionees or of any cashless exercise features;
- any amendment to the Option Plan to permit the granting of deferred or restricted share units under the Plan or to add or to amend any other provisions which would result in Beneficiaries receiving securities of the Corporation while no cash consideration is received by the Corporation;
- any change that is necessary or desirable to comply with applicable laws, rules or regulations or any stock exchange on which the shares of the Corporation are listed;
- any correction or rectification of any ambiguity, defective provision, error or omission in the Option Plan;
- any amendment to the definitions contained in the Option Plan and any other amendments of a clerical nature; and
- any amendment to the terms relating to the administration of the Option Plan

provided that such amendments to the terms of any previously granted option may not lead to significant or unreasonable dilution in the Corporation's outstanding securities or provide additional benefits to eligible Beneficiaries, especially insiders, at the expense of the Corporation and its existing security holders, in which case approval of the shareholders of the Corporation must be obtained.

The prior approval of the holders of a majority of the votes attached to all shares of the Corporation is required if the amendments relate to the following:

a) any amendment to increase the maximum number of Common Shares issuable under the Option Plan, except for adjustments in the event that such Common Shares are subdivided, consolidated, converted or reclassified by the Corporation or that any other action of a similar nature affecting such Shares is taken by the Corporation;
b) any amendment to reduce the exercise price or purchase price of any option;
c) any amendment to extend the term of any option;
d) any amendment to make a change to the class of persons eligible to participate under the Option Plan; and
e) any amendment which would permit any option granted under the Option Plan to be transferable or assignable other than by will or under succession laws (estate settlement)

provided that Common Shares held directly or indirectly by insiders benefiting from the amendments in (b) and (c) shall be excluded when obtaining such shareholder approval.

In the event the Corporation proposes to amalgamate, merge or consolidate with any other corporation (other than with a wholly-owned subsidiary of the Corporation) or to liquidate, dissolve or wind-up, or in the event an offer to purchase the Common Shares or any part thereof shall be made to all holders of Common Shares, Corporation shall have the right, upon written notice thereof to each optionee holding options under the Option Plan, to permit the exercise of all such options within the thirty day period next following the date of such notice and to determine that upon the expiration of such thirty day period, all rights of optionees to such options or to exercise same (to the extent not therefore exercised) shall *ipso facto* terminate and cease to have any further force or effect whatsoever.

Under the Compensation Policy, options to purchase Common Shares of the Corporation are granted to all new employees, including executives, on commencement of employment. The number of options so granted will vary depending on their position and responsibilities within the Corporation.

Subject to the number of shares available for issuance under the Option Plan and to applicable regulations, stock options are granted annually to executives by the Board based upon recommendation by the HR and Compensation Committee. The purpose of these annual grants is i) to motivate and retain executives, to sustain a commitment to long-term profitability and to maximize shareholder value and ii) to recognize and reward individual performance.

The President and CEO assists the HR and Compensation Committee in determining the number of options granted to the Named Executives Officers. The number of options granted is determined based on the NEO's position and responsibility level in the Corporation and the President and CEO's assessment of the overall performance of each NEO for the previous year, without taking into account the number of options already held by such NEO.

The number of options granted to the President and CEO is recommended by the HR and Compensation Committee and approved by the Board.

The strike price and the vesting conditions of options are determined by the Board at the time of the grant each year, upon recommendation of the HR and Compensation Committee.

Schedule "D"

Share Consolidation

"BE IT RESOLVED, AS A SPECIAL RESOLUTION:

1. **THAT** pursuant to the *Canada Business Corporations Act*, the articles of the Corporation be amended to consolidate all of the issued and outstanding Common Shares, such that the trading price of the post-consolidation Common Shares is at a minimum of US$10 per post-consolidation Common Share calculated based on the 5-day volume weighted average trading price of the Common Shares (or such consolidation ratio that will permit the Corporation to meet its objectives with respect to a potential secondary listing on the Nasdaq Stock Exchange), effective as at the discretion of the Board;

2. **THAT** the Board of Directors be and it is hereby authorized to revoke, without further approval of the shareholders, this special resolution at any time prior to the completion thereof, notwithstanding the approval by the shareholders of same, if determined, in the Board of Directors' sole discretion to be in the best interest of the Corporation; and

3. **THAT** any director or officer be and is hereby authorized and directed to execute on behalf of the Corporation, and to deliver or to cause to be delivered all such documents, agreements and instruments, including articles of amendment, and to do and to cause to be done all such other acts or things as he shall determine to be necessary or desirable to carry out the intent of this special resolution."

Schedule "E"

Approval and Ratification of Acts of Directors

"**BE IT RESOLVED:**

1. **THAT** notwithstanding (i) any failure to properly convene, proceed with, or record any meeting of the Board of Directors or shareholders; or (ii) any failure to pass any resolution of the directors or shareholders or any articles of the Corporation: all approvals, appointments, elections, resolutions, contracts, acts and proceedings enacted, passed, made done or taken since the last annual general meeting, as set forth in the minutes, the resolutions or in other documents of the Board of Directors or shareholders or contained in the minutes book or in the financial statements of the Corporation, and all action taken to date in reliance upon the validity of such minutes, documents and financial statements, are hereby sanctioned, ratified, confirmed and approved; and

2. **THAT** without limiting the generality of the paragraph above, all resolutions, contracts, acts and proceedings of the Board of Directors enacted, made, done or taken since the last annual general meeting as set forth or referred to in the minutes or in the financial statements of the Corporation, are hereby approved, ratified and confirmed."

Schedule "F"

Amendment to the Articles

"BE IT RESOLVED, AS A SPECIAL RESOLUTION:

1. **THAT** the articles of the Corporation be amended to include the following provision: “The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.”; and

2. **THAT** any director or officer of the Corporation is hereby authorized and directed on behalf of the Corporation to deliver articles of amendment to the Director under the *Canada Business Corporations Act* and to sign and execute all documents and to do all things necessary or advisable in connection with the foregoing."

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