

**PROFOUND MEDICAL CORP.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** an annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) in the capital of Profound Medical Corp. (the “**Corporation**”) will be held at 2400 Skymark Avenue, Unit 6, Mississauga, Ontario, L4W 5K5, on Thursday, June 14, 2018 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2017 and the accompanying report of the auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the auditors’ remuneration;
4. to consider and, if deemed appropriate, to pass an ordinary resolution ratifying and approving certain amendments to the by-laws of the Corporation, as more particularly described in the accompanying management information circular (the “**Circular**”); and
5. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

Shareholders should refer to the Circular for more detailed information with respect to the matters to be considered at the Meeting.

Only Shareholders of record as of May 2, 2018 (the “**Record Date**”) are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof.

**If you are a registered Shareholder** and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it to TSX Trust Company either in person, or by mail or courier, to 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1 or via the internet at [www.voteproxyonline.com](http://www.voteproxyonline.com) by no later than by 10:00 a.m. on Tuesday, June 12, 2018, or if the Meeting is adjourned or postponed, at least 48 hours, excluding Saturdays, Sundays and holidays, prior to any such adjournment or postponement. If you receive more than one form of proxy because you own Common Shares registered in different names or addresses, each form of proxy should be completed and returned.

**If you are not a registered Shareholder** and receive these materials through your broker or through another intermediary, please complete and return the accompanying voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) “*Arun Menawat*”

Arun Menawat  
Director and Chief Executive Officer  
May 2, 2018.