



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS TO BE HELD ON JUNE 8, 2016**

TO THE HOLDERS OF COMMON SHARES OF TARGETED MICROWAVE SOLUTIONS INC.:

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of shareholders of Targeted Microwave Solutions Inc. ("**TMS**") will be held at 203 Perry Parkway, Gaithersburg, Maryland 20877, on June 8, 2016, at 11:00 A.M. (EDT) for the following purposes:

1. to receive and consider the audited financial statements of TMS for the period ended December 31, 2015, and the report of the auditors thereon;
2. to elect the directors of TMS for the ensuing year;
3. to re-appoint BDO Canada LLP, Chartered Professional Accountants, as the auditors of TMS for the fiscal year ending December 31, 2016, and to authorize the directors of TMS to fix the auditors' remuneration;
4. to consider, and if thought fit, to pass, with or without variation, an ordinary resolution, in the form attached as Schedule "A" to the accompanying management information circular (the "**Circular**"), approving certain amendments to the long-term performance incentive plan of TMS dated May 21, 2015, as more particularly described in the Circular; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The board of directors of TMS has fixed May 4, 2016 as the record date for determining shareholders who are entitled to attend and vote at the Meeting. Accompanying this Notice of Meeting are the Circular and a form of proxy. The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting.

If you are a registered shareholder of TMS, whether or not you are able to attend the Meeting, you are requested to complete, execute and deliver the enclosed form of proxy in accordance with the instructions set forth on the form to TMS, c/o Computershare Investor Services Inc., Attn.: Proxy Department, 8th floor – 100 University Avenue, Toronto, Ontario M5J 2Y1, by no later than 11:00 A.M. (EDT) on June 6, 2016 or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment(s) or postponement(s) thereof. The time limit for the deposit of proxies may be waived by the chair of the Meeting at his discretion without notice. Registered shareholders of TMS can also vote their proxies via telephone or the Internet in accordance with the instructions provided in the form of proxy.

If you are a non-registered holder of TMS common shares and you receive these materials through your broker, custodian, nominee or other intermediary, you should follow the instructions provided by your broker, custodian, nominee or other intermediary in order to vote your common shares.

DATED at Vancouver, British Columbia, this 12th day of May, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

"James Young"
Dr. James Young
Chairman of the Board