

STEM CELL THERAPEUTICS CORP.

Notice of Annual Meeting of Shareholders

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the “**Meeting**”) of Stem Cell Therapeutics Corp. (the “**Corporation**”) will be held in the President’s Room at the Petroleum Club, 319 Fifth Avenue S.W., Calgary, Alberta, Canada, on May 19, 2010, at 3:00 pm (Calgary time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the period ended December 31, 2009, together with the auditors’ report thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to reappoint Ernst & Young, LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to consider, and if deemed advisable, approve the Corporation’s stock option plan; and
5. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Management Information Circular and the form of proxy are prepared in respect of the Meeting accompanying this notice.

Shareholders who are unable to attend the Meeting in person are requested to date, sign and return the enclosed form of proxy in the addressed envelope provided for that purpose.

DATED as of the 13th day of April, 2010

BY ORDER OF THE BOARD OF DIRECTORS

“Alan Moore”

DR. ALAN MOORE,
President and Chief Executive Officer

In order to be represented by proxy at the Meeting, you must complete, date and sign the enclosed form of proxy or other appropriate form of proxy and, in either case, (i) deliver the completed proxy to Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, ON M5J 2Y1, or (ii) submit the completed proxy to Computershare Trust Company of Canada, facsimile number (866) 249-7775, no later than 48 hours (excluding Saturdays, Sundays and holidays) preceding the date and time of the Meeting, or any adjournment or postponement thereof.