



NOTICE OF 2015 ANNUAL MEETING OF SHAREHOLDERS

Ottawa, Ontario, May 6, 2015

Notice is hereby given that an annual meeting of shareholders (the “**Meeting**”) of Kinaxis Inc. (the “**Company**”) will be held at the Brookstreet Hotel, in Ottawa, Ontario, Canada, on Thursday June 11, 2015, at 10 a.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2014 and the auditor’s report thereon;
2. to elect directors;
3. to appoint auditors; and
4. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Management Information Circular and proxy form (or request for voting instructions) for the Meeting are enclosed with this Notice.

Shareholders of the Company who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy (or request for voting instructions) and return it by mail, hand delivery, fax or email to our transfer agent and registrar, CST Trust Company (CST), as follows:

1. **By mail to CST Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1**
2. **By hand delivery to CST Trust Company**
3. **By fax to 1-866-781-3111 (toll free) or 416-368-2502 (within the 416 area code)**
4. **By email at proxy@canstockta.com**

Alternatively, you may vote through the internet at www.cstvotemyproxy.com, by telephone at 1-888-489-5760 or by scanning the QR code on the form of proxy (or request for voting instructions) with your mobile device.

If you do not expect to be present at the Meeting in person, please complete, date and sign the accompanying proxy form (or request for voting instructions) and return it in the envelope enclosed or by fax or email or otherwise vote by internet or by scanning the QR code, all by following the instructions on the accompanying proxy form (or requesting for voting instructions). In order to be valid and acted upon at the Meeting, forms of proxy as well as votes by internet, telephone or otherwise must be received in each case not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment thereof.

Non-registered shareholders who receive these materials from their intermediaries should follow the instructions on the voting instruction form provided by their intermediaries with respect to the procedures to be followed for voting at the Meeting.

The Management Information Circular and this Notice of Meeting are available at <http://www.kinaxis.com/en/company/investor-relations/financial-reports/>.

Only persons shown on the register of shareholders and non-objecting beneficial shareholders at the close of business on April 30, 2015, or their proxy holders, will be entitled to attend the Meeting and vote.

Although the Notice of Meeting and Record Date filed on SEDAR on April 2, 2015 indicated that the Meeting would include special business, subsequent to the filing of that notice, management determined that Shareholders

would not be asked to consider any special business, and as a result, this Notice of Meeting and the enclosed Management Information Circular refer to the Meeting as an “annual meeting of shareholders”.

**BY ORDER OF THE BOARD OF DIRECTORS OF
KINAXIS INC.**

(signed) Douglas Colbeth

Douglas Colbeth
President, Chief Executive Officer and Chairman of the Board