

VISCOUNT SYSTEMS, INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD AT 8:00 A.M. ON MAY 15, 2014**

The 2014 Annual General and Special Meeting of Shareholders (the "Meeting") of Viscount Systems, Inc. will be held at 8:00 a.m. (Eastern Time) on Thursday, May 15, 2014, at Hilton Garden Inn, 815 14th Street NW, Washington, DC for the following purposes:

1. To receive the financial statements of the Company for its financial year ended December 31, 2013 together with the report of the independent auditors thereon;
2. To elect Directors;
3. To ratify the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants as the independent auditors for Viscount Systems, Inc. for the year ending December 31, 2014;
4. To approve by ordinary resolution the amendment of the Company's Amended and Restated Articles of Incorporation and the Company's Amended and Restated Bylaws to increase the authorized number of directors from six to nine; and
5. To transact such other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Board of Directors has fixed April 9, 2014 as the record date for determining shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment or postponement thereof. Only shareholders of record at the close of business on that date will be entitled to notice of and to vote at the Meeting.

All shareholders are invited to attend the Meeting in person, but even if you expect to be present at the meeting, you are requested to mark, sign, date and return the enclosed proxy card as promptly as possible to ensure your representation. **All proxies must be received by our proxy tabulating agent not less than forty-eight (48) hours, excluding Saturdays, Sundays, and holidays, prior to the time of the meeting in order to be counted.** The address of our proxy tabulating agent is as follows: Advantage Proxy, 24925 13th Place South, Des Moines, WA 98198, fax number (206) 870-8492. Scanned copies of signed proxies can also be sent by email to ksmith@advantageproxy.com. Shareholders of record attending the Meeting may vote in person even if they have previously voted by proxy.

Dated at Vancouver, British Columbia, this 9th day of April, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Dennis Raefield

Dennis Raefield

President, Chief Executive Officer, Corporate Secretary and Director

**Important Notice Regarding the Availability of Proxy Materials for
the Company's Annual Meeting of Shareholders on May 15, 2014.
The Viscount Systems, Inc. Proxy Statement and 2013 Annual Report to Shareholders
are available online at www.viscount.com**