

**Lifeline Scientific, Inc.
2570 E. Devon Avenue
Des Plaines, Illinois 60018**

NOTICE OF ANNUAL MEETING OF THE SHAREHOLDERS

Under the Delaware General Corporation Law and Article II of the Amended and Restated By-laws of Lifeline Scientific, Inc. (the "Company"), the Board of Directors of the Company calls an annual meeting of the shareholders of the Company, to be held at offices of K&L Gates LLP, 70 West Madison Street, Suite 3100, Chicago, Illinois on June 23, 2009 at 10:00 A.M. (C.S.T.) for the following purposes:

1. Considering and voting upon the election of the following individuals for the two Class II Director positions of the Company:

David Kravitz
Dr. Stephen Mayer

2. Voting upon such other business as may properly come before the meeting.

At the meeting, each shareholder will be entitled to cast a number of votes equal to the number of his or her shares.

A proxy and business reply envelope are attached for your convenience.

Dated: May 20, 2009



David Kravitz
President and Chief Executive Officer