



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting (the “**Meeting**”) of the shareholders of Medexus Pharmaceuticals Inc. (the “**Corporation**”) will be held at the offices of Blake, Cassels & Graydon LLP, 199 Bay Street, Commerce Court West, Suite 4000, Toronto, Ontario M5L 1A9, on Wednesday, September 18, 2019 at 9:30 a.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated annual financial statements of the Corporation as at and for the year ended March 31, 2019, together with the report of the auditors’ thereon;
2. to fix the number of directors to be elected to the Board of Directors of the Corporation (the “**Board**”) at the Meeting at seven (7);
3. to elect members of the Board for the ensuing year;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the Board to fix such auditors’ remuneration; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) thereof.

If you are unable to attend the Meeting in person, please date, sign and return the enclosed form of proxy. Proxies to be used at the Meeting must be deposited with Computershare Trust Company of Canada (Attention: Proxy Department), 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 prior to 9:30 a.m. (Toronto time) on September 16, 2019. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy. **A Management Information Circular is attached to the present Notice of Meeting.**

**BY ORDER OF THE BOARD OF DIRECTORS OF
MEDEXUS PHARMACEUTICALS INC.**

(signed) *Peter van der Velden*
Peter van der Velden
Chairman of the Board

Toronto, August 2, 2019