



## 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 virtually via live webcast at <https://meetnow.global/MPTCL74>, on Thursday, September 15, 2022 at 10:00 am (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, 2022, together with the report of the auditors’ thereon;
2. to elect members of the Board of Directors of the Corporation (the “**Board**”) for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the Board to fix such auditors’ remuneration;
4. to consider and approve a new Long Term Incentive Plan, as more fully described in the accompanying management information circular; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) of the Meeting.

**This year, registered shareholders and duly appointed proxyholders are invited to attend the Meeting by live webcast, which will enable registered shareholders and duly appointed proxyholders to submit questions and vote online.** Non-registered shareholders holding common shares beneficially through an intermediary (“**Non-Registered Shareholders**”) who have not appointed themselves may attend the live webcast of the Meeting, but will not have the ability to vote virtually or ask questions.

The accompanying form of proxy or voting instruction form includes detailed instructions on how to attend and vote virtually at the Meeting.

**INSTRUCTIONS FOR ATTENDING THE MEETING VIA LIVE WEBCAST:** Shareholders and, and duly appointed proxyholders are invited to attend the Meeting virtually via live webcast, by going to <https://meetnow.global/MPTCL74>.

- For Registered Shareholders and Duly Appointed Proxyholders:
  - Registered Shareholders: click on “Shareholder” and enter your 15-digit control number located on the form of proxy or in the email notification you received.
  - Duly Appointed Proxyholders: click on “Shareholder” and enter your Invite Code provided by Computershare after the voting deadline has passed.
- For Non-registered Shareholders:
  - Click on “Guest” and complete the online form; however, non-registered shareholders will not be able to vote or submit questions at the Meeting.

### **Voting by Proxy, Telephone, or Online**

If you are unable to attend the Meeting, then we invite you to date, sign, and return the enclosed form of proxy. Proxies to be used at the Meeting must be deposited with Computershare (Attention: Proxy Department), 8th Floor, 100

University Avenue, Toronto, Ontario M5J 2Y1 before 10:00 am (Toronto time) on September 13, 2022. Late proxies may be accepted or rejected by the Chair of the Meeting in their discretion, and the Chair is under no obligation to accept or reject any particular late proxy. Shareholders may also elect to vote by use of the telephone or via the internet in accordance with the instructions on the applicable form of proxy.

Non-Registered Shareholders wishing to be represented by proxy at the Meeting or any adjournment(s) of the Meeting must have deposited their completed voting instruction form in accordance with the directions provided on their voting instruction form.

Shareholders, including Non-Registered Shareholders, who wish to appoint a third party proxyholder to represent them at the Meeting **must submit their proxy or voting instruction form before registering their proxyholder. Registering the proxyholder is an additional step once the shareholder has submitted their proxy or voting instruction form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an Invite Code that would allow them to participate in the online Meeting.**

To register a proxyholder, shareholders **must** visit <https://www.computershare.com/medexus> and provide Computershare with their proxyholder's contact information by 10:00 am (Toronto time) on September 13, 2022, so that Computershare may provide the proxyholder with an Invite Code via email. **In order to participate online, shareholders must have a valid 15-digit control number and proxyholders must have received an email from Computershare containing an Invite Code.**

The virtual meeting platform is fully supported across most commonly used web browsers (note: Internet Explorer is not a supported browser). We encourage you to access the meeting prior to the start time. **It is important that you are connected to the internet at all times during the meeting in order to vote when balloting commences.**

**A Management Information Circular is attached to the present Notice of Meeting. Shareholders are reminded to review the Management Information Circular before voting.**

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

(signed) *Peter van der Velden*

Peter van der Velden

Chair of the Board

Toronto, August 5, 2022



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**Notice of Availability of Proxy Materials for  
MEDEXUS PHARMACEUTICALS INC. Annual Meeting**

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**Meeting Date and Location:**

**When:** September 15, 2022  
10:00 am (Toronto Time)

**Where:** Virtual

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You are receiving this notice to advise that the proxy materials for the above noted securityholders' meeting are available on the Internet. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting.

The information circular and other relevant materials are available at:

**[www.medexus.com/2022-annual-meeting](http://www.medexus.com/2022-annual-meeting)**

OR

**[www.sedar.com](http://www.sedar.com)**

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**How to Obtain Paper Copies of the Proxy Materials**

Securityholders may request to receive paper copies of the current meeting materials by mail at no cost. Requests for paper copies may be made using your Control Number as it appears on your enclosed Voting Instruction Form or Proxy. To ensure you receive the materials in advance of the voting deadline and meeting date, all requests must be received no later than September 6, 2022. If you do request the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

**For Holders with a 15 digit Control Number:**

Request materials by calling Toll Free, within North America - 1-866-962-0498 or direct, from Outside of North America - (514) 982-8716 and entering your control number as indicated on your Voting Instruction Form.

To obtain paper copies of the materials after the meeting date, please contact (514) 982-8716

**For Holders with a 16 digit Control Number:**

Request materials by calling Toll Free, within North America - 1-866-962-0498 or direct, from Outside of North America - (514) 982-8716 and entering your control number as indicated on your Voting Instruction Form.

To obtain paper copies of the materials after the meeting date, please contact (514) 982-8716

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# Securityholder Meeting Notice

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The resolutions to be voted on at the meeting are listed below along with the Sections within the Information Circular where disclosure regarding the matter can be found.

1. **Election of Directors** - To elect the Directors of the Corporation. *Please refer to pages 10-14 in the Information Circular.*
2. **Appointment of Auditors** - Appointment of PricewaterhouseCoopers LLP, as Auditors of the Corporation. *Please refer to page 14 in the Information Circular.*
3. **Approval of New Long Term Incentive Plan** - To consider and approve resolutions to adopt a new equity compensation plan for the Corporation. *Please refer to pages 14-16 in the Information Circular.*

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## **Voting**

**PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your securities you must vote using the methods reflected on your enclosed Voting Instruction Form or Proxy.

**PLEASE VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING**

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Annual Financial statement delivery

- All Registered holders and only Beneficial holders who opted to receive one