



BURCON NUTRASCIENCE CORPORATION

Suite 490 - 999 West Broadway
Vancouver, British Columbia V5Z 1K5
Telephone: (604) 733-0896

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO OUR SHAREHOLDERS:

Burcon NutraScience Corporation (the “**Corporation**” or “**Burcon**”) is conducting a virtual only Special Meeting (the “**Meeting**”) on February 20, 2026, at 10:00 a.m. (Vancouver time). Registered Shareholders and duly appointed proxyholders (as defined in this Management Proxy Circular) can attend the Meeting online at <https://meetnow.global/M97FRAF> to participate, vote, or submit questions during the Meeting’s live webcast. The Meeting will be conducted for the following purposes:

- a) to consider, and, if thought advisable, to pass three separate ordinary resolutions to approve certain matters related to a private placement financing of convertible debentures of the Corporation as more particularly set out on pages 10-19 of the attached management proxy circular (the “**Management Proxy Circular**”);
- b) to consider, and, if thought advisable, to pass three separate ordinary resolutions to approve certain amendments to outstanding warrants of the Corporation held by insiders as more particularly set out on pages 19-25 of the attached Management Proxy Circular; and

to transact such other business as may properly come before the Meeting or any adjournment of the Meeting and to consider any amendment to or variation of any matter identified in this Notice.

Our Management Proxy Circular and form of proxy accompany this Notice. The Management Proxy Circular contains details of matters to be considered at the Meeting.

If you are unable to attend the Meeting and wish to ensure that your shares will be voted at the Meeting, you must complete, date, execute and deliver the accompanying form of proxy by fax at 1-866-249-7775 (within North America) or (416) 263-9524 (outside North America), by hand or by mail to Computershare Investor Services Inc. at Proxy Dept., 320 Bay Street, 14th Floor, Toronto, Ontario, M5H 4A6, in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular.

If you plan to attend the Meeting online you must follow the instructions set out in the form of proxy and in the Management Proxy Circular to ensure that your shares will be voted at the Meeting.

DATED at Vancouver, British Columbia on January 12, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

"Kip Underwood"

Kip Underwood
Chief Executive Officer



January 12, 2026

**NOTICE RE SPECIAL MEETING OF SHAREHOLDERS
OF BURCON NUTRASCIENCE CORPORATION**

NOTICE-AND-ACCESS

Burcon NutraScience Corporation (the "Issuer," "us" or "we") will be holding its special meeting (the "Meeting") of shareholders on **Friday, February 20, 2026** at 10:00 am (Vancouver time) held virtually via live webcast at <https://meetnow.global/M97FRAF>. A notice of meeting and management proxy circular dated January 12, 2026 in respect of the Meeting (the "Notice of Meeting" and the "Circular") have been posted at www.burcon.ca and on the Issuer's profile on www.sedarplus.ca.

The Meeting is being held to consider the matters in the Voting Instruction Form or Form of Proxy accompanying this Notice.

These matters are set out in detail under the headings "**Approval of Certain Matters Related to a Private Placement of Convertible Debentures**" on pages 10-19 and "**Approval of Amendments to Outstanding Warrants to Insiders**" on page 19-25 of the Circular.

You may vote in the manner indicated in the enclosed Voting Instruction Form or Form of Proxy, which includes voting via internet or telephone, or by completing and returning the enclosed Voting Instruction Form or Form of Proxy to Computershare Investor Services Inc. at the specified address not less than 48 hours (exclusive of non-business days) before the Meeting, or any adjournment or postponement of the Meeting, in order for your shares to be voted at the Meeting.

PLEASE REVIEW THE CIRCULAR PRIOR TO VOTING.

In lieu of mailing the Notice of Meeting and Circular, we are using notice-and-access to provide an electronic copy of these documents to registered holders and beneficial owners of the Issuer's common shares by posting them on the websites noted above. Registered holders and beneficial owners who have previously provided standing instructions will receive a paper copy of the Notice of Meeting and Circular.

If you wish to obtain a paper copy of these documents or for more information regarding notice-and-access you may call us toll free at 1-888-408-7960 from Canada or the United States, or 604-733-0896 (press 2) if you are calling from another country. You must call to request a paper copy by February 6, 2026 in order to receive a paper copy prior to **10:00 a.m. (Vancouver time) on February 18, 2026**, which is the deadline for the submission of your voting instructions or form of proxy.