

PROTON CAPITAL CORP.

NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MONDAY, JANUARY 22, 2024

Dear shareholder:

You are receiving this notification because Proton Capital Corp. (“**Proton**” or the “**Corporation**”) will be using the notice-and-access model (“**Notice-and-Access**”) provided for under National Instrument 51-102 and National Instrument 54-101 for the delivery of meeting materials to its shareholders in respect of the special meeting to be held on Monday, January 22, 2024 (the “**Meeting**”).

Under Notice-and-Access, instead of receiving printed copies of the Corporation’s management information circular (“**Information Circular**”), shareholders receive this notice with information on how to access the Information Circular electronically. However, together with this notice, shareholders continue to receive a proxy or voting instruction form (“**VIF**”), enabling them to vote at the Meeting. Adopting Notice-and-Access to deliver materials is more environmentally friendly as it reduces paper use and also lowers the Corporation’s costs for printing and mailing.

Meeting Date, Location and Purposes

The Meeting will be held on **Monday, January 22, 2024 at 1:30 PM (MST)** at the **offices of DLA Piper (Canada) LLP, 10th Floor, Livingston Place, West Tower, 250 – 2nd Street SW, Calgary, AB T2P 0C1**, for the following purposes:

1. Approval of Name Change: conditional on the completion of the proposed qualifying transaction of the Corporation (the “**Qualifying Transaction**”), to consider and approve the special resolution, as more particularly set forth in the accompanying Information Circular, authorizing and approving the Corporation to change the name of the Corporation to “PharmaCorp Rx Inc.” or such other name as the Board of Directors, in their discretion, may resolve. Please refer to “*Approval of Name Change*” in the Information Circular.
2. Fix Number of Directors to be Elected at the Meeting: conditional on the completion of the Qualifying Transaction, to fix the number of directors of the Corporation to be elected at the Meeting at seven (7). Please refer to “*Fix Number of Directors to be Elected at the Meeting*” in the Information Circular.
3. Election of Directors: conditional on the completion of the Qualifying Transaction, to conditionally elect the Board of Directors of the Corporation to serve upon completion of the Qualifying Transaction. Please refer to “*Election of Directors*” in the Information Circular.
4. Approval of Equity Incentive Plan: conditional on the completion of the Qualifying Transaction, to consider and approve the ordinary resolution, as more particularly set forth in the accompanying Information Circular, to approve the equity incentive plan of the Corporation. Please refer to “*Approval of Equity Incentive Plan*” in the Information Circular.
5. Other Matters: to transact such other business as may properly come before the Meeting or any adjournment thereof.

For detailed information with respect to each of the above matters, please refer to the subsection bearing the corresponding title under “*Particulars of Matters to be Acted Upon*” in the Information Circular.

PROTON URGES SHAREHOLDERS TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING AND TO VOTE BY PROXY RATHER THAN ATTENDING THE MEETING IN PERSON .

Notice-and-access is a set of rules intended to reduce the volume of materials that must be physically mailed to shareholders by allowing issuers to post the Information Circular and additional materials online. Materials may be delivered electronically to shareholders. Please call TSX Trust Company (Canada) toll free at 1-866-600-5869 or email tsxtis@tmx.com if you have any questions about notice-and-access.

Accessing Meeting Materials Online

The Meeting materials can be viewed online under Proton Capital Corp.'s profile at www.sedar.com or at <https://docs.tsxtrust.com/2349>.

Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting materials be sent to them by postal delivery at **no cost to them** up to one (1) year from the date the Information Circular was filed on SEDAR. Shareholders may make their request **without charge** by calling the toll-free number at 1-866-600-5869 or 416-316-0930 (outside of Canada and the U.S.) or by sending an email to tsxtis@tmx.com. In order to receive paper copies in time to vote before the Meeting, your request should be received by January 8, 2024.

Voting Process

Registered holders: If you are not attending the Meeting, you can submit your proxy as follows:

By Mail: Sign, date and return the enclosed proxy to TSX Trust, Attention: Proxy Department, 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1.

By Facsimile: Sign, date and fax the enclosed proxy to (416) 595-9593.

On the Internet: Go to online is www.voteproxyonline.com and follow the instructions.

To be effective, a proxy must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof.

Non-registered holders: If you are not attending the Meeting, use the VIF provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time (see the VIF for details). It must be received by your intermediary with sufficient time for them to file a proxy with TSX Trust not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof by the deadline noted above.

Voting in Person: For registered holders, if you plan to attend the Meeting, you must register with TSX Trust when you arrive at the Meeting to have voting rights at the Meeting. For non-registered holders, if you plan to attend the Meeting, you must appoint yourself in the space provided in the VIF and register with TSX Trust when you arrive at the Meeting to have voting rights at the Meeting.

Dated at Regina, Saskatchewan, this 11th day of December, 2023.

BY ORDER OF THE BOARD

signed "Alan Simpson"

Alan Simpson, President, Chief Executive Officer, Chief Financial Officer and Corporate Secretary
Proton Capital Corp.