

**PROTON CAPITAL CORP.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT A SPECIAL MEETING** (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of Proton Capital Corp. (the “**Corporation**”) will be held at the offices of DLA Piper (Canada) LLP, 10<sup>th</sup> Floor, Livingston Place, West Tower, 250 - 2<sup>nd</sup> Street SW, Calgary, AB, on Monday, January 22, 2024 at 1:30 p.m. for the following purposes:

1. 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 Management 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;
2. 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);
3. conditional on the completion of the Qualifying Transaction, to consider and approve the ordinary resolution, as more particularly set forth in the accompanying Management Information Circular, to conditionally elect directors of the Corporation to serve upon completion of the Qualifying Transaction;
4. conditional on the completion of the Qualifying Transaction, to consider and approve the ordinary resolution, as more particularly set forth in the accompanying Management Information Circular, to approve the equity incentive plan of the Corporation; and
5. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

**DATED** this 11<sup>th</sup> day of December, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

*signed “Alan Simpson”*

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**Alan Simpson**

**President, Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Director**

**NOTE:**

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose, or vote by mail, by telephone or by internet. All proxies, to be valid, must be received by TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, ON M5H 4H1, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late proxy.