



BRIACELL THERAPEUTICS CORP.
3rd Floor, Bellevue Centre
235-15th Street
West Vancouver, British Columbia
V7T 2X1

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting of the shareholders (the "**Meeting**") of BriaCell Therapeutics Corp. (the "**Company**") will be held on Tuesday, October 22, 2019, at the offices of Bennett Jones LLP, located at 100 King Street West, First Canadian Place, Suite 3400, M5X 1A4 at 10:00 a.m. (Toronto time) for the following purposes:

1. to consider and, if deemed advisable, to pass with or without variation, an ordinary resolution providing for the consolidation of the Company's issued and outstanding common shares (the "**Common Shares**") at a consolidation ratio of up to three-hundred (300) pre-consolidation Common shares for one (1) post-consolidation Common Share (the "**Consolidation Ratio**") or such lower ratio as the board of directors of the Company (the "**Board**") may determine, in its sole discretion, and on such date as may be established by the TSXV Venture Exchange (the "**Exchange**") and the Company;
2. to consider, and if deemed advisable, to pass with or without variation a special resolution to approve an amendment to the Company's articles to delete the entirety of the existing Part 9 and adopting in its place a new Part 9 as indicated in Schedule "A" to the Company's management information circular dated September 23, 2019 (the "**Circular**"); and
3. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the accompanying Circular. Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters.

The directors of the Company have fixed the close of business on September 20, 2019 as the record date (the "**Record Date**") for the determination of shareholders of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. Only shareholders whose names have been entered in the register of shareholders as of the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Circular under the heading "General Proxy Information". Only registered shareholders of the Company, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to shareholders who own their Common Shares through an intermediary, see "General Proxy Information – Non-Registered Shareholders" in the Circular.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. To be included at the Meeting, your completed and executed form of proxy must be received by Computershare Investor Services Inc., Proxy Department 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, no later than 4:30 p.m. (Toronto time) on Friday, October 18, 2019 (or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting) or deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by internet or facsimile by following the instructions on the form of proxy.

DATED at Toronto, Ontario this 23rd day of September, 2019.

BY ORDER OF THE BOARD

(Signed) "Jamieson Bondarenko"

Chairman of the Board

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the accompanying form of proxy in the enclosed return envelope. All instruments appointing proxies to be used at the Meeting or at any adjournment thereof must be deposited with Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, not later than 10:00 a.m. (Toronto time) on the second to last business day preceding the date of the Meeting or any adjournment thereof or with the chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.



**BRIACELL THERAPEUTICS CORP.
MANAGEMENT INFORMATION CIRCULAR**

GENERAL PROXY INFORMATION

Solicitation of Proxies

This management information circular (the "**Circular**") is furnished in connection with the solicitation of proxies by the management and the directors of BriaCell Therapeutics Corp. (the "**Company**" or "**BriaCell**") for use at the special meeting (the "**Meeting**") of the shareholders of the Company to be held at the offices of Bennett Jones LLP, located at 100 King Street West, First Canadian Place, Suite 3400, M5X 1A4 at 10:00 a.m. (Toronto time) on October 22, 2019 and at all adjournments thereof for the purposes set forth in the accompanying notice of the Meeting (the "**Notice of Meeting**"). The solicitation of proxies will be made primarily by mail and may be supplemented by telephone or other personal contact by the directors, officers and employees of the Company. Directors, officers and employees of the Company will not receive any extra compensation for such activities. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice of Meeting. The Company may pay brokers or other persons holding common shares of the Company ("**Common Shares**") in their own names, or in the names of nominees, for their reasonable expenses for sending forms of proxy and this Circular to beneficial owners of Common Shares and obtaining proxies therefrom. The cost of any such solicitation will be borne by the Company.

No person is authorized to give any information or to make any representation other than those contained herein and, if given or made, such information or representation should not be relied upon as having been authorized by the Company. The delivery of this Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

Appointment of Proxies

A registered shareholder of the Company (each, a "**Shareholder**") may vote in person at the Meeting or may appoint another person to represent such shareholder as proxy and to vote the Common Shares of such Shareholder at the Meeting. In order to appoint another person as proxy, such Shareholder must complete, execute and deliver the form of proxy accompanying this Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

The persons named in the form of proxy accompanying this Circular are officers and/or directors of the Company. A Shareholder of the Company has the right to appoint a person or company (who need not be a Shareholder), other than the persons designated in the form of proxy, to represent such Shareholder at the Meeting and at any adjournment thereof. Such right may be exercised by either striking out the names of the persons designated in the form of proxy and inserting the name of the person to be appointed in the blank space provided in the form of proxy, or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to Computershare Investor Services Inc., Proxy Department 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, no later than 4:30 p.m. (Toronto time) on Monday, October 18, 2019 (or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in

the event of an adjournment of the Meeting) or depositing the completed and executed form of proxy with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by internet or facsimile by following the instructions on the form of proxy.

Revocation of Proxies

A registered Shareholder of the Company who has given a proxy may revoke the proxy at any time prior to use by: (a) depositing an instrument in writing, including another completed form of proxy, executed by such registered Shareholder or by his or her attorney who is authorized by a document that is executed in writing or by electronic signature or, if the registered Shareholder is a corporation, by an authorized officer or attorney thereof, or transmitting, by telephonic or electronic means, a revocation signed, subject to the *Business Corporations Act* (British Columbia) (the "**Act**"), by electronic signature, to (i) the registered office of the Company, located at 3rd Floor, Bellevue Centre, 235-15th Street, West Vancouver, British Columbia V7T 2X1, at any time prior to 5:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting or any adjournment thereof, or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

Exercise of Discretion by Proxies

The Common Shares represented by an appropriate form of proxy will be voted for or against on any ballot that may be called for at the Meeting, or at any adjournment thereof, in accordance with the instructions of the shareholder of the Company contained on the form of proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **In the absence of instructions, such Common Shares will be voted in favour of each of the matters described in the Notice of Meeting.**

The enclosed form of proxy, when properly completed and signed, confers discretionary authority upon the persons named therein to vote on any amendments to or variations of the matters described in the Notice of Meeting and on other matters, if any, which may properly be brought before the Meeting or any adjournment thereof. At the date hereof, management of the Company knows of no such amendments or variations or other matters to be brought before the Meeting. However, if any other matter which is not now known to management of the Company should properly be brought before the Meeting, or any adjournment thereof, the Common Shares represented by such proxy will be voted on such matter in accordance with the judgment of the person named as proxy thereon.

Signing of Proxy

The form of proxy must be signed by the Shareholder or the duly appointed attorney thereof authorized in writing or, if the Shareholder is a corporation, by an authorized officer of such corporation. A form of proxy signed by the person acting as attorney of the Shareholder or in some other representative capacity, including an officer of a corporation which is a Shareholder should indicate the capacity in which such person is signing. A Shareholder or his or her attorney may sign the form of proxy or a power of attorney authorizing the creation of a proxy by electronic signature provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such Shareholder or by or on behalf of his or her attorney, as the case may be.

Non-Registered Shareholders

Only registered Shareholders, or the persons they appoint as their proxy, are entitled to attend and vote at the Meeting. The Common Shares of a non-registered Shareholder (a "**Non-Registered Shareholder**") who beneficially owns Common Shares will generally be registered in the name of either:

- (a) an intermediary (an "**Intermediary**") with whom the Non-Registered Shareholder deals in respect of the Common Shares (including, among others, banks, trust companies, securities dealers or

brokers, trustees or administrators of a self-administered registered retirement savings plan, registered retirement income fund, registered education savings plan and similar plans); or

- (b) a clearing agency (such as CDS Clearing and Depository Services Inc. or The Depository Trust Company) of which the Intermediary is a participant.

There are two kinds of beneficial owners: objecting beneficial owners who object to their name being made known to issuers of securities which they own ("**OBOs**") and non-objecting beneficial owners who do not object to their name being made known to the issuers of securities which they own ("**NOBOs**"). Issuers can request and obtain a list of their NOBOs from Intermediaries via their transfer agents pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators ("**NI 54-101**") and issuers can use this list to distribute proxy-related materials directly to its NOBOs. The Company has decided to take advantage of the provisions of NI 54-101 that allow it to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a voting instruction form from the Company's transfer agent, Computershare Investor Services Inc.

With respect to OBOs, in accordance with the requirements of NI 54-101, the Company has distributed copies of the Notice of Meeting, this Circular and the accompanying form of proxy (collectively, the "**Meeting Materials**") to the Intermediaries for onward distribution to Non-Registered Shareholders. Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless the Non-Registered Shareholders have waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will be given either:

- (a) **a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for the voting instruction form to validly constitute a form of proxy, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or**
- (b) **a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare Investor Services Inc., Proxy Department 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1.**

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives either a voting instruction form or a form of proxy wish to attend the Meeting and vote in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the names of the persons named in the form of proxy and insert the Non-Registered Shareholder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the directions indicated on the form. **Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service**

companies, including those instructions regarding when and where the voting instruction form or the form of proxy is to be delivered.

A Non-Registered Shareholder who has submitted a voting instruction form or form of proxy may revoke it by contacting the Intermediary through which the Common Shares of such Non-Registered Shareholder are held and following the instructions of the Intermediary respecting the revocation of proxies.

VOTING SHARES AND PRINCIPAL HOLDERS

The board of directors of the Company (the "**Board**") has fixed September 20, 2019 as the Record Date. Shareholders at the close of business on the Record Date are entitled to receive notice of the Meeting and to vote thereat or at any adjournments or postponements thereof on the basis of one vote for each Common Share held, except to the extent that: (i) a registered Shareholder of the Company has transferred the ownership of any Shares subsequent to September 20, 2019; and (ii) the transferee of those Shares produces properly endorsed share certificates, or otherwise establishes that he, she or it owns the Common Shares and demands, not later than 10 days before the Meeting, that his, her or its name be included on the list of persons entitled to vote at the Meeting, in which case, the transferee shall be entitled to vote such Shares at the Meeting. The transfer books will not be closed.

The authorized capital of the Company consists of an unlimited number of Common Shares. As of September 20, 2019, there were 208,468,457 issued and outstanding, representing the only securities with respect to which a voting right may be exercised at the Meeting.

The Shareholders are entitled to one (1) vote per Common Share held at all meetings of the Shareholders either in person or by proxy. The Shareholders are also entitled to dividends, if and when declared by the directors of the Company, based on information publicly available, and the distribution of the residual assets of the Company in the event of a liquidation, dissolution or winding up of the Company.

The following table sets out the information regarding ownership of the Common Shares owned by each person who, to the knowledge of the Company, beneficially owns, controls, or directs, indirectly or directly, more than 10% of the issued and outstanding Common Shares as of the date of this Circular.

Name	Number of Common Shares Owned⁽¹⁾⁽²⁾	Percentage of Voting Shares Owned (Common Shares)
Jamieson Bondarenko	33,813,802	16.22%

Notes:

- (1) Each Common Share has one (1) vote per share.
- (2) Calculated on a non diluted bases.

PARTICULARS OF MATTERS TO BE ACTED UPON

SHARE CONSOLIDATION

Management proposes that the Shareholders approve an ordinary resolution authorizing the Company to consolidate the Company's issued and outstanding Common Shares of the Company (the "**Consolidation**") at a consolidation ratio of up to three-hundred (300) pre-consolidation Common Shares for one (1) post-consolidation Common Share or such lower consolidation as the Board may determine (the "**Consolidation Ratio**").

Effect of Consolidation

If approved and implemented, the Consolidation will occur simultaneously for all of the Company's issued and outstanding Common Shares. The implementation of the Consolidation would not affect the total Shareholders' equity of the Company or any components of Shareholders' equity as reflected on the Company's financial statements except to change the number of issued and outstanding Common Shares to reflect the Consolidation.

Effect on Convertible Securities

The exercise or conversion price and/or the number of Common Shares issuable under any outstanding convertible securities, including under outstanding Options, warrants, rights, and any other similar securities will be proportionately adjusted upon the implementation of the Consolidation, in accordance with the terms of such securities, on the same basis as the Consolidation.

Certain Risks Associated with the Consolidation

There can be no assurance that the total market capitalization of the Company (the aggregate value of all Common Shares at the market price then in effect) immediately after the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation.

Implementation

The Consolidation resolution (the "**Consolidation Resolution**"), as set out below, provides that the Board is authorized, in its sole discretion, without further approval by the shareholders, to select the final consolidation ratio and proceed with the Consolidation at any time following the date of this Meeting. The Consolidation Resolution also provides that the Board is authorized to determine not to proceed with the proposed Consolidation without further approval of the Shareholders of the Company and that the Board is authorized to revoke the Consolidation Resolution in its sole discretion without further approval of the Shareholders of the Company at any time prior to implementation of the Consolidation.

Shareholder Approval

At the Meeting, shareholders will be asked to approve a share consolidation on the basis of the Consolidation Ratio, as circumstances warrant.

Under TSX Venture Exchange (the "**Exchange**") policy, shareholder approval is required for any security consolidation which, when combined with any other security consolidation conducted by an issuer within the previous 24 months that was not approved by its shareholders, results in a cumulative consolidation ratio of greater than 10 to 1 over such 24 month period.

The Board may, in its sole discretion, determine the final Consolidation Ratio, as circumstances warrant, subject to the Company continuing to meet the distribution requirements of the Exchange. Subject to the approval of the Exchange, approval of the Consolidation Resolution by the Shareholders would give the Board authority to implement the Consolidation at any time in the twelve months following the Meeting. Notwithstanding approval of the Consolidation Resolution, the Board may, in its sole discretion, revoke the ordinary resolution and abandon the Consolidation without further approval or action by or prior notice to the shareholders of the Company.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve and authorize the Consolidation Resolution, as follows:

BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

- (a) all of the issued and outstanding common shares of the Company (the "**Common Shares**") be consolidated (the "**Consolidation**") at a ratio of up to three-hundred (300) pre-consolidation

Common shares for one (1) post-consolidation Common Share, (the "**Consolidation Ratio**") or such lower ratio as the board of directors (the "**Board**") of BriaCell Therapeutics Corp. (the "**Company**") may determine, in its sole discretion, and on such date as may be established by the TSXV Venture Exchange and the Company;

- (b) the Board be and is hereby authorized in its sole direction to fix the Consolidation Ratio, or such lower ratio as the Board may determine, to be used in the Consolidation;
- (c) in the event that the Consolidation would otherwise result in the issuance of a fractional Common Share, no fractional Common Share shall be issued and such fraction will be rounded down to the nearest whole number;
- (d) the Board, in its sole discretion, may act upon this resolution to effect the Consolidation, or, if deemed appropriate and without any further approval from the shareholders of the Company, may choose not to act upon this resolution notwithstanding shareholder approval of the Consolidation, and it is authorized to revoke this resolution in its sole discretion at any time prior to effecting the Consolidation;
- (e) any officer or director of the Company is authorized to cancel (or cause to be cancelled) any certificates evidencing the existing Common Shares and to issue (or cause to be issued) certificates representing the new Common Shares to the holders thereof; and
- (f) any one officer or director of the Company is authorized to do all acts and to execute and deliver all documents or instruments desirable to give effect to the foregoing."

The persons named in the form of proxy accompanying this Circular intend to vote FOR the Consolidation Resolution, unless the Shareholder of the Company who has given such proxy has directed that the Common Shares represented by such proxy be voted against the Consolidation Resolution.

Effective Date

Subject to applicable regulatory requirements, the Consolidation will be implemented, if at all, only upon a determination by the Board that it is in the best interests of the Company at that time. In connection with any determination to implement the Consolidation, the Board will determine the timing for the Consolidation to become effective, which the Board currently anticipates will be as soon as practicable following the Meeting. No further action on the part of the Shareholders will be required in order for the Board to implement the Consolidation.

If the Board does not implement the Consolidation prior to the next annual meeting of shareholders, the authority granted by the ordinary resolution to implement the Consolidation on these terms will lapse and be of no further force or effect. The Consolidation Resolution also authorizes the Board to elect not to proceed with, and abandon, the Consolidation at any time if it determines, in its sole discretion, to do so.

If the Consolidation Resolution is approved, no further action on the part of the Shareholders will be required in order for the Board to implement the Consolidation.

SHAREHOLDERS SHOULD NOT DESTROY ANY SHARE CERTIFICATE(S) AND SHOULD NOT SUBMIT ANY SHARE CERTIFICATE(S) UNTIL REQUESTED TO DO SO.

AMENDMENTS TO THE COMPANY'S ARTICLES

Under the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), if the articles of a company governed by the BCBCA so specify, certain matters which would otherwise require approval by a special resolution of a company's shareholders, may instead approve the matter by a resolution of its board of directors or by an ordinary

resolution of its shareholders. These matters include certain changes to the company's share capital and changes to the company's name. These provisions are very commonly found in the articles of British Columbia companies.

The Company's articles presently require these changes to be made by a special resolution of the Company's shareholders. The Board believes it is in the Company's best interests to bring its articles into conformity with what it believes is the standard for other British Columbia companies with respect to these matters.

The Board proposes to remove the existing Part 9 of the Company's articles and replace it with the proposed Part 9 as set out in Schedule "A" of this Circular (the "**Amendment**"). The proposed Amendment enables the Board to approve certain matters set out in Part 9 of the Company's articles by board resolution including, specifically, a change of the Company's name and a consolidation or subdivision of its issued or unissued shares and lowers the shareholder approval threshold applicable to the approval of certain matters set out in Part 9 from a special resolution (66 and 2/3% of the outstanding shares) to an ordinary resolution (50% + one share).

Implementation

The Amendment resolution (the "**Amendment Resolution**"), as set out below, provides that the Board is authorized, in its sole discretion, to determine not to proceed with the proposed Amendment without further approval of the Shareholders of the Company. The Board is authorized to revoke the Amendment Resolution in its sole discretion without further approval of the Shareholders of the Company at any time prior to implementation of the Amendment.

Among other reasons for the Amendment Resolution, the Company is contemplating applying for listing on a recognized United States of America ("**US**") stock exchange. The conditions to any such listing would include the Common Shares trading at a minimum prescribed price and would, based on current trading values, require a significant consolidation. There is no assurance that the Company will apply for a US listing, nor that its listing application, if any, would be approved. By approving the Amendment Resolution, Shareholders are, among other things, empowering the Board of Directors to consolidate the Common Shares in a ratio sufficient to increase the trading value of the Shares to the prescribed minimum required by the recognized US stock exchange, as applicable.

Shareholder Approval

In order to effect the Amendment, the Amendment Resolution must be approved by not less than sixty-six and two-thirds percent (66 2/3%) of the votes cast by the Shareholders represented at the Meeting in person or by proxy. Notwithstanding approval of the Amendment Resolution, the Board may, in its sole discretion, revoke the special resolution and abandon the Amendment without further approval or action by or prior notice to the shareholders of the Company.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve and authorize the Amendment Resolution, as follows:

"BE IT RESOLVED, as a special resolution of shareholders of the Company, that:

1. The articles of BriaCell Therapeutics Corp. (the "**Company**") be altered by deleting the existing Part 9 in its entirety and adopting in its place the new Part 9 as provided in Schedule "A" to the Company's Management Information Circular dated September 23, 2019 (the "**Amendment**");
2. the Amendment made to the articles of the Company will not take effect until this resolution has been deposited at the Company's records office;
3. the board of directors of the Company (the "**Board**"), in its sole discretion, may act upon this resolution to effect the Amendment, or, if deemed appropriate and without any further approval from the shareholders of the Company, may choose not to act upon this special resolution

notwithstanding shareholder approval of the Amendment, and it is authorized to revoke this special resolution in its sole discretion at any time prior to effecting the Amendment; and

4. any one officer or director of the Company is authorized to do all acts and to execute and deliver all documents or instruments desirable to give effect to the foregoing."

The Board unanimously recommends that each shareholder vote FOR the approval of the Amendment Resolution. In the absence of a contrary instruction, a properly executed and returned Proxy will be voted FOR the approval of the Amendment Resolution.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of Shares or otherwise, of any person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting.

OTHER BUSINESS

Management of the Company is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information is contained in the Company's financial statements and management's discussion and analysis for the nine-month period ended April 30, 2019 and for the year ended July 31, 2018. In addition, a Shareholder may obtain copies of the Company's financial statements and management's discussion and analysis, by contacting the Company by mail at 3rd Floor, Bellevue Centre, 235-15th Street, West Vancouver, British Columbia V7T 2X1, by email at farrah@briacell.com or by telephone at 888 485-6340.

APPROVAL OF THE BOARD OF DIRECTORS

This Circular and the mailing of same to Shareholders have been approved by the Board of the Company.

DATED the 23rd day of September, 2019

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Jamieson Bondarenko"

Jamieson Bondarenko
Chairman of the Board

SCHEDULE "A"

9 ALTERATIONS

9.1 Alteration of Authorized Share Structure

Subject to Articles 9.2 and 9.3, the special rights or restrictions attached to the shares of any class or series of shares and the Act, the Company may:

- (1) by ordinary resolution:
 - (a) create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares;
 - (b) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;
 - (c) if the Company is authorized to issue shares of a class of shares with par value:
 - (i) decrease the par value of those shares; or
 - (ii) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;
 - (d) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;
 - (e) alter the identifying name of any of its shares; or
 - (f) otherwise alter its shares or authorized share structure when required or permitted to do so by the Act;and, if applicable, alter its Notice of Articles and Articles accordingly; or
- (2) by resolution of the directors, subdivide or consolidate all or any of its unissued, or fully paid issued, shares and if applicable, alter its Notice of Articles and, if applicable, its Articles accordingly.

9.2 Special Rights or Restrictions

Subject to the special rights or restrictions attached to any class or series of shares and the Act, the Company may by ordinary resolution:

- (1) create special rights or restrictions for, and attach those special rights or restrictions to, the shares of any class or series of shares, whether or not any or all of those shares have been issued; or
 - (2) vary or delete any special rights or restrictions attached to the shares of any class or series of shares, whether or not any or all of those shares have been issued;
- and alter its Articles and Notice of Articles accordingly.

9.3 Change of Name

The Company may by directors' resolution or ordinary resolution authorize an alteration to its Notice of Articles in order to change its name.

9.4 Other Alterations

If the Act does not specify the type of resolution and these Articles do not specify another type of resolution, the Company may by ordinary resolution alter these Articles.