



**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 one-hundred (100) 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 23<sup>rd</sup> 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, 8<sup>th</sup> 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.