

BRIACELL THERAPEUTICS CORP.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF
BRIACELL THERAPEUTICS CORP.**

**TO BE HELD ON THURSDAY, MARCH 5, 2026
AT 11:00 A.M. (EASTERN TIME)**

February 3, 2026

This proxy statement is dated February 3, 2026, and is first being made available to shareholders on February 3, 2026

BRIACELL THERAPEUTICS CORP.

Suite 300 – 235 15th Street
West Vancouver, BC V7T 2X1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS (THE “NOTICE”)

The annual general and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Common Shares**”) of BriaCell Therapeutics Corp., a British Columbia corporation (the “**Company**”), will be held on Thursday, March 5, 2026, beginning at 11:00 a.m. (Eastern Time), at the offices of Bennett Jones LLP at Suite 3400, One First Canadian Place, Toronto, ON, M5X 1A4.

The following matters will be considered at the Meeting:

1. The receipt of the audited financial statements of the Company for the financial years ended July 2025 and 2024, together with the auditor’s reports thereon;
2. The appointment of MNP LLP as auditors for the Company and the authorization of the board of directors of the Company (the “**Board**” or the “**Board of Directors**”) to fix the auditors’ remuneration and terms of engagement;
3. The election of the directors for the forthcoming year from the nominees proposed by the Board;
4. The re-approval of the omnibus equity incentive plan (the “**Omnibus Plan**”), as more particularly described in the accompanying proxy statement; and
5. The transaction of such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This Notice is accompanied by the: (1) proxy statement; (2) the accompanying proxy card (“**Proxy Card**”); and (3) the Company’s Annual Report on Form 10-K for the year ended July 31, 2025 (including the audited annual consolidated financial statements of the Company for the fiscal year ended July 31, 2025, together with the notes thereto, and the independent auditor’s report thereon and the related management’s discussion and analysis) (collectively, the “**Proxy Materials**”). The Company is not sending the Proxy Materials to registered Shareholders or non-registered Shareholders using notice-and-access delivery procedures defined under NI 54-101 and National Instrument 51-102 – *Continuous Disclosure Obligations*.

The record date for the determination of Shareholders of the Company entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof is January 26, 2026 (the “**Record Date**”). Shareholders of the Company whose names have been entered in the register of Shareholders of the Company at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

A Shareholder of the Company may attend the Meeting or may be represented by proxy. Registered Shareholders of the Company who are unable to attend the Meeting or any adjournment(s) or postponement(s) thereof are requested to date, sign and return the accompanying Proxy Card for use at the Meeting or any adjournment(s) or postponement(s) thereof and deposit it with the Company’s transfer agent, Computershare Investor Services Inc., Proxy Department 14th Floor, 320 Bay Street, Toronto, Ontario M5H 4A6.

Your proxy or voting instructions must be received in each case no later than 11:00 a.m. (Eastern Time) on March 3, 2026 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) before the beginning of any adjournment(s) or postponement(s) to the Meeting. We encourage Shareholders currently planning to participate in the Meeting to submit their votes or Proxy Card in advance so that their votes will be counted in the event of technical difficulties.

If you are a *non-registered shareholder* of the Company and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary.

Whether or not you plan to attend the Meeting, we encourage you to read this proxy statement and **promptly vote your shares**. For specific instructions on how to vote your shares, please refer to the section entitled “How You Can Vote” and to the instructions on your Proxy Card or voting instruction card.

For questions about the Meeting or assistance in voting your shares, contact our strategic shareholder advisor and proxy solicitation agent, Morrow Sodali (Canada) Ltd. (“**Sodali & Co**”):

-  1-833-711-5524 (toll free in North America)
-  1-289-695-3075 (collect, outside North America)
-  Email at assistance@investor.sodali.com

Dated as of February 3, 2026.

**ON BEHALF OF THE BOARD OF BRIACELL
THERAPEUTICS CORP.**

/s/ Jamieson Bondarenko

Jamieson Bondarenko
Chairman of the Board

I-2

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MARCH 5, 2026

The Notice of Annual General and Special Meeting, Proxy Card and Proxy Statement are available online at the “Investor Relations” section of the Company’s website at www.briacell.com/investor-relations. The Annual Report on Form 10-K for the year ended July 31, 2025, is also available online at the “Investors Relations” section of our website at www.briacell.com/investor-relations.