



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON MAY 29, 2019

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the "Meeting") of the shareholders (the "Shareholders") of NexgenRx Inc. (the "Corporation") will be held at the offices of NexgenRx Inc., located at 185 The West Mall, Suite 600, Toronto, Ontario M9C 5L5, on Wednesday, May 29, 2019 at 11:00 a.m. (Toronto time), for the following purposes:

1. to receive the consolidated statements of the Corporation for the year ended December 31, 2018 and the auditor's report thereon;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to elect Ronald C. Loucks, Thomas F. Corcoran, David A. Rosenkrantz, Charles Burns and Randy McGlynn as directors of the Corporation;
4. to appoint Grant Thornton LLP Canada Chartered Accountants as the auditors of the Corporation for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditors;
5. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Management Information Circular and Proxy Statement (the "Management Proxy Circular"), ratifying, adopting and approving the stock option plan of the Corporation in the form set out in Schedule "C" to the Management Proxy Circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying this Notice. The Instrument of Proxy to be used in connection with the Meeting is also included with this mailing.

Shareholders of the Corporation who are unable to attend the Meeting in person are requested to date, sign and return the accompanying Instrument of Proxy in accordance with the instructions contained in the accompanying Information Circular to the offices of TSX Trust Company, in person or by mail to 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1. Proxies must be received not less than forty-eight (48) hours before the time fixed for holding the Meeting or any adjournment thereof (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario). A person appointed as proxy need not be a Shareholder.

Shareholders of record at the close of business on April 22, 2019 will, unless that Shareholder has transferred any shares subsequent to that date and the transferee shareholder establishes ownership to the shares and demands, at least ten days before the Meeting, that his or her name be included on the list of Shareholders, be entitled to vote at the Meeting.

DATED at Toronto, Ontario, this 29<sup>th</sup> day of April, 2019.

By Order of the Board of Directors

"Ronald C. Loucks"

President and CEO