



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON MAY 27, 2020

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 27, 2020 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, 2019 and the auditor's report thereon;
2. to fix the number of directors to be elected at the Meeting at four (4);
3. to elect Ronald C. Loucks, Thomas F. Corcoran, 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 "Information Circular"), ratifying, adopting and approving the stock option plan of the Corporation in the form set out in Schedule "C" to the Information Circular;
6. to consider and, if thought appropriate, to pass, with or without amendment, a special resolution (the "Share Capital Amendment Resolution") approving the amendment to the Corporation's share capital by deleting all of the authorized classes of preferred shares (A – E) and replacing them with a single class of preferred shares, issuable in series (with the terms of the Common Shares remaining unchanged), the details of which are set out in the attached Information Circular; and
7. 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.

In light of the ongoing public health concerns related to COVID-19 and in order to comply with the measures imposed by the federal and provincial governments, the Corporation is strongly encouraging shareholders and others not to attend the Meeting in person. NexgenRx will be strictly restricting physical access to the Meeting and only registered shareholders and formally appointed proxy holders will be entitled to attend. In order to comply with government orders concerning the maximum size of public gatherings and required social distancing parameters, NexgenRx may be unable to admit shareholders to the Meeting. **NexgenRx strongly encourages shareholders to vote using one of the methods described in the Information Circular.** To further mitigate the risk of the spread of this virus, the Meeting will be audio-cast live at 11:00 am (Toronto time) on May 27, 2020 and can be accessed by conference call at 1 (866)862-7608, conference ID: 4589162. This call will be listen-only and shareholders will not be able to vote or speak at, or otherwise participate in, the Meeting via the conference call. Given the restrictions in place, NexgenRx's board of directors and auditors do not plan to attend the Meeting in person. Management will not be making an investor presentation at the Meeting.

Please monitor our news releases for any important information related to the Meeting and COVID-19. The Corporation may take additional precautionary measures in relation to the Meeting in response to further developments regarding COVID-19, which could potentially include adjourning or postponing the Meeting.



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, 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 27, 2020 will be entitled to vote at the Meeting.

DATED at Toronto, Ontario, this 28th day of April, 2020.

By Order of the Board of Directors

"Ronald C. Loucks"

President and CEO