



NOTICE AND MANAGEMENT INFORMATION CIRCULAR

**FOR THE
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 21, 2017**

August 22, 2017

Medicenna Therapeutics Corp.
Notice of Annual and Special Meeting of Shareholders

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “Meeting”) of shareholders of Medicenna Therapeutics Corp. (the “Corporation”) will be held at the offices of Baker & McKenzie LLP, Brookfield Place, Bay/Wellington Tower, 181 Bay Street, Suite 2100, Toronto, Ontario on September 21, 2017 at 10:00 a.m. (Toronto time).

What the Meeting is About

The following items of business will be covered at the Meeting:

1. to receive the financial statements of the Corporation for the fiscal year ended March 31, 2017, including the auditor’s report thereon;
2. to fix the number of directors of the Corporation at six;
3. to elect directors of the Corporation for the ensuing year;
4. to appoint Davidson & Company LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider, and if deemed advisable, to pass, with or without variation, a resolution approving the 2017 stock option plan of the Corporation;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the “Continuance Resolution”), the full text of which is set out in Appendix “C” of the accompanying management information circular (the “Circular”), approving the continuance of the Corporation as a federal corporation under the provisions of the *Canada Business Corporations Act*; and
7. to transact such other business as may be properly brought before the Meeting.

The Meeting may also consider other business that properly comes before the Meeting or any adjournment of the Meeting. The Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

You have the right to vote

You are entitled to receive notice of and vote at the Meeting, or any adjournment, if you are a registered holder of common shares of the Corporation at the close of business on August 15, 2017.

Your vote is important

If you are a **registered shareholder** and are not able to be present at the Meeting, please exercise your right to vote by signing and returning the enclosed form of proxy to TSX Trust Company, 301-100 Adelaide Street West, Toronto ON M5H 4H1, so as to arrive not later than 10:00 a.m. on September 19, 2017 or, if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting.

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

BY ORDER OF THE BOARD OF DIRECTORS

Fahar Merchant, Ph.D.
Chairman, President and Chief Executive Officer
August 22, 2017

MANAGEMENT INFORMATION CIRCULAR

August 22, 2017

PROXY INFORMATION

Solicitation of Proxies

The information contained in this management information circular (the “Circular”) is furnished in connection with the solicitation of proxies to be used at the annual and special meeting (the “Meeting”) of holders (the “Shareholders”) of common shares (the “Shares”) of Medicenna Therapeutics Corp. (the “Corporation”, “Medicenna”, “we” or “our”) to be held on September 21, 2017 at 10:00 a.m. (Toronto time) at the offices of Baker & McKenzie LLP, Brookfield Place, Bay/Wellington Tower, 181 Bay Street, Suite 2100, Toronto, Ontario and at all adjournments thereof, for the purposes set forth in the accompanying notice of meeting (the “Notice of Meeting”). It is expected that the solicitation will be made primarily by mail but proxies may also be solicited personally by directors, officers, employees or agents of the Corporation. The solicitation of proxies by this Circular is being made by or on behalf of the management of the Corporation. The total cost of the solicitation will be borne by Medicenna. None of the directors of the Corporation have informed management in writing that he or she intends to oppose any action intended to be taken by management at the Meeting.

The information contained in this Circular is given as at August 22, 2017 except where otherwise noted. All references to “dollar” or the use of the symbol “\$” are to Canadian dollars and use of the symbol “US\$” refers to United States dollars, unless otherwise indicated.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This Circular contains forward-looking statements within the meaning of securities laws. Such statements include, but are not limited to the Corporation’s plans, objectives, expectations and intentions and other statements including words such as “anticipate”, “contemplate”, “continue”, “believe”, “plan”, “estimate”, “expect”, “intend”, “will”, “should”, “may”, and other similar expressions.

Such statements reflect our current views with respect to future events and are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by us are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statement. See our annual information form dated June 15, 2017 for the year ended March 31, 2017 for additional information. A copy of this document can be found on SEDAR at www.sedar.com, however we will promptly provide a copy of this document to any securityholder of the Corporation free of charge upon request.

ABOUT VOTING YOUR SHARES

Appointment of Proxies

This is the easiest way to vote. Voting by proxy means that you are giving the person or people named on your proxy form (the “proxyholder”) the authority to vote your Shares for you at the Meeting or any adjournment. A proxy form is included with this Circular.

The persons named on the proxy form will vote your Shares for you, unless you appoint someone else to be your proxyholder. You have the right to appoint a person to represent you at the Meeting other than the persons named on the proxy form. If you appoint someone else, he or she must be present at the Meeting to vote your Shares. If you want to appoint someone else, you can insert that person’s name in the blank space provided in the form of proxy. That other person does not need to be a Shareholder of the Corporation.

If you are voting your Shares by proxy, our transfer agent, TSX Trust Company, must receive your completed proxy form by 10:00 a.m. (Toronto time) on September 19, 2017 or, if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting.

The proxy must be signed by the registered Shareholder or the Shareholder’s attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized. Persons signing as executors, administrators, trustees or in any other representative capacity should so indicate and give their full title as such.

Registered Shareholders

You are a registered Shareholder if your name appears on your Share certificate. Your proxy form tells you whether you are a registered Shareholder.

Non-Registered (or Beneficial) Shareholders

You are a non-registered (or beneficial) Shareholder if your bank, trust company, securities broker or other financial institution holds your Shares for you (your nominee). For most of you, your voting instruction form or proxy tells you whether you are a non-registered (or beneficial) Shareholder.

In accordance with Canadian securities law, we have distributed copies of the Notice of Meeting, this Circular and the form of proxy (collectively, the “meeting materials”) to CDS Clearing and Depository Services Inc. and intermediaries (such as securities brokers or financial institutions) for onward distribution to those non-registered or beneficial Shareholders to whom we have not sent the meeting materials directly. We previously mailed to those who requested them, the audited financial statements of the Corporation for the year ended March 31, 2017 and the auditor’s report thereon as well as management’s discussion and analysis.

The intermediaries are required to forward meeting materials to non-registered or beneficial Shareholders unless a non-registered or beneficial Shareholder has waived the right to receive them. Very often, intermediaries will use a service company such as Broadridge Investor Communication Solutions to forward the meeting materials to non-registered or beneficial Shareholders.

Non-registered or beneficial Shareholders who have not waived the right to receive meeting materials will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit non-registered or beneficial Shareholders to direct the voting of the Shares they

beneficially own. Non-registered or beneficial Shareholders should follow the procedures set out below, depending on what type of form they receive.

- A. Voting Instruction Form. In most cases, a non-registered Shareholder will receive, as part of the meeting materials, a voting instruction form. If the non-registered Shareholder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the non-registered Shareholder's behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. If a non-registered Shareholder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the non-registered Shareholder's behalf), the non-registered Shareholder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the non-registered Shareholder.

or

- B. Form of Proxy. Less frequently, a non-registered Shareholder will receive, as part of the meeting materials, a form of proxy that has already been signed by the intermediary (typically by a facsimile or stamped signature), which is restricted as to the number of Shares beneficially owned by the non-registered Shareholder but which is otherwise uncompleted. If the non-registered Shareholder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the non-registered Shareholder's behalf), the non-registered Shareholder must complete the form of proxy and deposit it with TSX Trust Company, 301-100 Adelaide Street West, Toronto ON M5H 4H1 as described above. If a non-registered Shareholder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the non-registered Shareholder's behalf), the non-registered Shareholder must strike out the names of the persons named in the proxy and insert the non-registered Shareholder's (or such other person's) name in the blank space provided.

Non-registered Shareholders should follow the instructions on the forms they receive and contact their intermediaries promptly if they need assistance.

Meeting Materials

The meeting materials are being sent to both registered and non-registered owners of Shares. The Corporation is sending this Circular and other meeting materials indirectly to non-objecting beneficial owners (as defined in National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101")). The Corporation intends to pay for intermediaries to forward to objecting beneficial owners (as defined in NI 54-101) this Circular and other meeting materials.

Changing Your Vote

A proxy given by a Shareholder for use at the Meeting may be revoked at any time prior to its use. In addition to revocation in any other manner permitted by law, a registered Shareholder who has given a proxy may revoke that proxy by:

- (a) completing and signing a proxy bearing a later date and depositing it with TSX Trust Company as described above;
- (b) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing:

- (i) at our registered office at any time before 10:00 a.m. on September 20, 2017, or on the last business day before any adjournment of the Meeting at which the proxy is to be used, or
- (ii) with the chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment of the Meeting; or
- (c) in any other manner permitted by law.

A non-registered or beneficial Shareholder may revoke a voting instruction form or a waiver of the right to receive meeting materials and to vote given to an intermediary or to the Corporation, as the case may be, at any time by written notice to the intermediary or the Corporation, except that neither an intermediary nor the Corporation is required to act on a revocation of a voting instruction form or of a waiver of the right to receive materials and to vote that is not received by such intermediary or the Corporation, at least seven (7) days prior to the Meeting.

VOTING OF PROXIES

You can choose to vote “For”, “Against” or “Withhold”, depending on the item listed on the proxy form. The Shares represented by the proxy form will be voted for, voted against or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

If you return your proxy form and do not tell us how you want to vote your Shares, your Shares will be voted by the management representatives named in the proxy form as follows:

- **FOR the fixing of the number of directors of the Corporation at six;**
- **FOR the election of each of the directors nominated for election as listed in this Circular;**
- **FOR the appointment of Davidson & Company LLP, Chartered Professional Accountants (“Davidson”) as auditor of the Corporation and the authorization of the directors to fix the auditor’s remuneration;**
- **FOR the approval of the 2017 stock option plan of the Corporation; and**
- **FOR the approval of the continuance of the Corporation as a federal corporation under the provisions of the *Canada Business Corporations Act* (the “CBCA”).**

The enclosed form of proxy confers discretionary authority upon the management representatives designated in the form of proxy with respect to amendments to or variations of matters identified in the Notice of Meeting and with respect to other matters that may properly come before the Meeting. At the date of this Circular, management of the Corporation knows of no such amendments, variations or other matters. **However, if any other matters should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the proxy nominee.**

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As of the date hereof, 24,344,048 Shares are issued and outstanding. Each holder of Shares of record at the close of business on August 15, 2017 (the "Record Date"), the record date established for notice of the Meeting, will be entitled to one vote for each Share held on all matters proposed to come before the Meeting, except to the extent that the Shareholder has transferred any Shares after the record date and the transferee of such Shares establishes ownership of them and makes a written demand, not later than 10 days prior to the Meeting, to be included in the list of Shareholders entitled to vote at the Meeting, in which case the transferee will be entitled to vote such Shares.

To the knowledge of Medicenna's directors and executive officers, outside of those persons disclosed below, no single person or entity beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the votes attached to all the outstanding Shares.

Name	No. of Shares Beneficially Owned, Controlled or Directed	Percentage of Outstanding Shares
Dr. Fahar Merchant	5,050,000 Shares	20.74%
Ms. Rosemina Merchant	5,050,000 Shares	20.74%
Aries Biologics*	5,500,000 Shares	22.59%

* Fahar Merchant and Rosemina Merchant each owns 50% of the voting shares, and is a director and officer, of Aries Biologics Inc.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements

At the Meeting, Shareholders will receive and consider the financial statements of the Corporation for the fiscal year ended March 31, 2017 and the auditor's report thereon, but no vote by the Shareholders with respect thereto is required or proposed to be taken.

2. Number of Directors

Shareholders will be asked to consider, and if thought appropriate, approve an ordinary resolution fixing the number of directors to be elected at the Meeting at six directors. In order to be effective, an ordinary resolution requires approval by a majority of the votes cast by Shareholders who vote in respect of the resolution.

Unless you have specified in the enclosed form of proxy that the votes attaching to the Shares represented by the proxy are to be voted against such resolution, the management representatives designated in the enclosed form of proxy intend to vote the Shares in respect of which they are appointed proxy FOR the resolution fixing the number of directors to be elected at the Meeting at six directors.

3. Election of Directors

The Corporation has nominated six persons (the "Nominees") for election as directors of the Corporation at the Meeting. At the Meeting, Shareholders will be asked to elect these Nominees as directors

of the Corporation. Unless they resign, all directors elected at the Meeting will hold office until our next annual meeting of Shareholders or until their successors are elected or appointed.

The following table sets out for all Nominees, the name and place of residence, all major positions and offices with the Corporation now held by them, the period during which they have served as directors of the Corporation, their present principal occupation and principal occupation for the preceding five years, and the number of Shares beneficially owned, directly or indirectly, by each of them, or over which they exercise control or direction as at the date hereof.

Unless you have specified in the enclosed form of proxy that the votes attaching to the Shares represented by the proxy are to be withheld with respect to the election of each of the Nominees, on any ballot that may be called for in the election of directors, the management representatives designated in the enclosed form of proxy intend to vote the Shares in respect of which they are appointed proxy FOR the election as directors of each of the Nominees whose names are set forth below.

Name of Director, Province/State and Country of Residence	Director Since	Present and Past Principal Occupation or Employment	No. of Shares Beneficially Owned, Controlled or Directed
Dr. Fahar Merchant Ontario, Canada	October 2011 ⁽⁵⁾	President and Chief Executive Officer of Medicenna (2011 to present)	5,050,000 ⁽⁶⁾ (20.74%)
Mr. Albert Beraldo ⁽¹⁾⁽²⁾ Ontario, Canada	November 2016 ⁽⁵⁾	President of Idoman Ltd. (2008 – Present) President and Chief Executive Officer of Alveda Pharmaceuticals Inc. (2006- 2015)	Nil
Ms. Rosemina Merchant Ontario, Canada	April 2016 ⁽⁵⁾	Chief Development Officer of Medicenna (2011 – Present)	5,050,000 ⁽⁶⁾ (20.74%)
Dr. Chandrakant Panchal ⁽¹⁾⁽³⁾⁽⁴⁾ Quebec, Canada	November 2016 ⁽⁵⁾	Chairman, CEO and CSO of Axcelon Biopolymers Corp. (2001 to present)	750
Mr. Andrew Strong ⁽¹⁾⁽²⁾⁽³⁾ Texas, United States	November 2016 ⁽⁵⁾	Partner, Pillsbury Winthrop Shaw Pittman LLP (March 2015 to present) President and CEO of Kalon Biotherapeutics LLC (June 2011 to March 2015)	Nil
Dr. William W. Li Massachusetts, United States	N/A	Co-founder and Medical Director (since 1994), and President (since 2000), of Angiogenesis Foundation	Nil

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) Member of the Corporate Governance and Nominating Committee.
- (4) Lead Director of the Corporation.
- (5) Represents the date the individual was first appointed as director of Medicenna Therapeutics Inc. (“MTI”). Each such director was appointed as director of the Corporation effective March 1, 2017 in connection with the completion of the qualifying transaction of the Corporation (the “Transaction”). For further details regarding the Transaction, please refer to the filing statement of the Corporation dated February 28, 2017, a copy of which is available under the Corporation’s profile on SEDAR at www.sedar.com.
- (6) In addition, an aggregate of 5,500,000 Shares (representing 22.59% of the outstanding Shares) are held by Aries Biologics Inc. Fahar Merchant and Rosemina Merchant each owns 50% of the voting shares, and is a director and officer, of Aries Biologics Inc.

The information as to principal occupation, business or employment and Shares beneficially owned or controlled is not within the knowledge of management of the Corporation and has been furnished by the respective Nominees.

Fahar Merchant – Chairman, President and CEO - Dr. Merchant is a 25-year biotech veteran, a serial entrepreneur and co-founder of Medicenna. Previously he was President and CEO of Protox Therapeutics Inc. (TSX.V and TSX; now Sophiris Bio, Nasdaq) where he established a late clinical stage urology company. At Protox Therapeutics Inc. he raised over \$70M through multiple PIPEs, including a \$35M investment by Warburg Pincus. In 1992, he co-founded IntelliGene Expressions, Inc., a biologics CDMO, and built it to one of the fastest growing companies in Canada. In 2000, by strategic in-licensing, he co-founded Avicenna Medica, Inc., a clinical stage oncology company that was sold a year later to KS Biomedix (LSE) for \$90M. Fahar was CTO and Director of KS Biomedix until its acquisition by Xenova (Nasdaq and LSE; now Celtic Pharma). Fahar has closed several transactions valued at over \$300M. He has a PhD in Biochemical Engineering from Western University.

Albert Beraldo – Director - Mr. Beraldo, CPA, CA, has over 30 years’ experience in varying roles within the pharmaceutical/biotechnology industry. He was the founder and President and Chief Executive Officer of Alveda Pharmaceuticals Inc., a leading supplier of pharmaceuticals to the Canadian health care market, from 2006 until November 2015. Alveda was acquired by Teligent, Inc. (formerly IGI Laboratories, Inc.) (NASDAQ: TLGT), a New Jersey-based specialty generic pharmaceutical company. Mr. Beraldo formerly served as President and CEO of Bioniche Pharma Group Limited until 2006. Mr. Beraldo served as an Independent Director of Helix Biopharma Corp. from January 2016 to July 2017 and was an Independent Director of Telesta Therapeutics Inc. from November 2008 to November 2013. Mr. Beraldo worked in public accounting with Ernst and Whinney until he joined Vetrepharm Canada Inc. as Financial Controller in 1983. Mr. Beraldo obtained a Bachelor of Commerce degree from the University of Windsor and a Chartered Accountant designation from the Canadian Institute of Chartered Accountants.

Chandrakant Panchal – Lead Independent Director - Dr. Panchal is the Founder of Axcelon Biopolymers Corp., a biotechnology company where he is Chairman, CEO and CSO. From 1989 to 1999 he was Co-Founder, President, and CEO of Procyon Biopharma Inc., which he took public on the TSXV in 1998 and later on TSX in 2000. Thereafter, Dr. Panchal was CSO at Procyon until its merger with Cellpep, Inc (2006). He was then Senior Executive VP of Business Development at the merged entity, Ambrilia Biopharma Inc. During his term at Procyon and Ambrilia, he led several licensing and M&A transactions with pharmaceutical and biotechnology companies relating to cancer and HIV drugs developed by the company. Dr. Panchal sits on multiple public company boards and was until recently, a board member of MaRS Innovation and Avivagen (TSXV:VIV). Dr. Panchal obtained a PhD in biochemical engineering from Western University.

Andrew Strong – Director - Mr. Strong has been a partner at Pillsbury Winthrop Shaw Pittman since 2015 and leads the Life Sciences Team (Houston, TX). Mr. Strong has represented numerous Fortune 500 clients as well as public universities, and state and local government entities in federal and state court litigation and regulatory proceedings. From 2009 to 2011 Mr. Strong served as the General Counsel and Compliance Officer for the Texas A&M University System where he led efforts to secure a multi-billion dollar federal contract to serve as a first line of defense for influenza pandemics and biological threats. As part of that effort, he led the formation of a state-owned biomanufacturing company (Kalon Biotherapeutics) and was subsequently appointed CEO of Kalon that would develop and manufacture biologics for clinical and commercial supply for pharmaceutical and biotech companies. In addition to raising capital, Mr. Strong oversaw the successful sale, in 2014, of Kalon to a subsidiary of FUJIFILM Corporation and Mitsubishi Corporation. Mr. Strong has a J.D., Law from South Texas College of Law. Mr. Strong is a Director and Chair of the Compensation Committee for Ashford Hospitality Prime which is listed on the NYSE.

Rosemina Merchant – Director and Chief Development Officer - Ms. Merchant has 30 years of experience in the development of biopharmaceuticals. Most recently, Ms. Merchant was Senior VP of Development and Regulatory Affairs at Sophiris (formerly, Protox Therapeutics Inc.) and responsible for development of PRX302 for prostate cancer and BPH. She transitioned PRX302, a discovery project to a late stage clinical program in less than 6 years. During that time, she executed multiple clinical trials, managed Canadian and United States regulatory filings and led all CMC related outsourcing activities in the United States and Europe. In 1992, Nina co-founded, IntelliGene Expressions, Inc., a biologics CDMO, where she was VP of Manufacturing and Chief Operating Officer. Nina also held a variety of senior level positions at KS Biomedix, Bioniche, GE LifeSciences, Sanofi Pasteur and Alberta Innovates. Her education includes a MEdSc. in Biochemical Engineering from Western University.

William W. Li – Dr. William Li is a seasoned executive, leading innovation in cancer therapeutics, diagnostics and imaging for over two decades. He is the CEO, President and Co-Founder of the Angiogenesis Foundation and has served as executive strategic consultant in oncology drug development with Bayer, Genentech, Sanofi-Aventis, Novartis, Pfizer, among others, and advised leaders at major investment banks. As an eminent oncology innovator, Dr. Li has collaborated with major medical academic centers, biopharmaceutical companies and government agencies, including the NIH, NCI and FDA. Dr. Li has extensive expertise in tumor angiogenesis, in vivo angiogenesis models, angiogenesis therapeutic development and clinical trials. He is a published author in leading research journals, peer reviewed publications and has been a speaker at TED. A graduate of Harvard College and the University of Pittsburgh School of Medicine, Dr. Li completed his residency training at the Massachusetts General Hospital. Dr. Li has held appointments on the clinical faculties of Harvard Medical School, Tufts University and Dartmouth Medical School. He is currently a member of the board of directors at Leap Therapeutics, Inc (LPTX, Nasdaq) and Ceapro Inc (CZO, TSX.V).

No proposed director is, to the knowledge of the Corporation as at the date of the Circular, or has been, within ten (10) years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including Medicenna) that: (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under Canadian securities legislation that was in effect for a period of more than 30 consecutive days, (ii) was subject to cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under Canadian securities legislation that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,

(iii) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (iv) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Moreover, no proposed director of the Corporation has been subject, to the knowledge of the Corporation, to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

4. Appointment and Remuneration of the Auditor

The Board of Directors of the Corporation (the “Board”), on the Audit Committee’s advice, recommends the appointment of Davidson, as auditors of the Corporation. The auditor will be in office until the next annual Shareholders’ meeting or until a successor is named.

Unless you have specified in the enclosed form of proxy that the votes attaching to the Shares represented by the proxy are to be withheld with respect to the appointment of the auditor, on any ballot that may be called for in the appointment of the auditor, the management representatives designated in the enclosed form of proxy intend to vote the Shares in respect of which they are appointed proxy FOR the appointment of Davidson as auditors of the Corporation to hold office until the next annual meeting of Shareholders, and authorizing the directors to fix the remuneration of the auditor.

Davidson & Company LLP were appointed as auditors of the Corporation by the Board on or about June 15, 2017 to fill the vacancy created by the resignation of KPMG LLP (“KPMG”). KPMG resigned as auditors of the Corporation prior to the expiry of their term in office. The Board accepted the resignation of KPMG as auditors of the Corporation and approved the appointment of Davidson as the Corporation’s successor auditors. No “reportable events” as such term is defined in National Instrument 51-102 - *Continuous Disclosure* was associated with the change of auditors.

In order to effect the change of auditors discussed above, the Corporation filed a change of auditors reporting package (the “Reporting Package”) on the SEDAR on June 16, 2017. The Reporting Package was prepared and filed in accordance with the requirements of Section 4.11 of NI 51-102, and consists of (i) a change of auditor notice dated June 15, 2017; (ii) a letter from the former auditor dated June 15, 2017; and (iii) a letter from the successor auditor dated June 15, 2017. A copy of the Reporting Package is attached hereto as Appendix “D”.

4. Approval of the 2017 Stock Option Plan

Background

Effective August 2, 2017, the Shares were listed for trading on the Toronto Stock Exchange (the “TSX”). In connection with such listing, the Board determined to adopt the 2017 stock option plan of the Corporation (the “2017 Stock Option Plan”). The 2017 Stock Option Plan is designed to more closely track the rules and requirements of the TSX.

If approved by the Shareholders at the Meeting, the 2017 Stock Option Plan will amend, restate and supersede the existing stock option plan of the Corporation adopted by the Corporation in 2015 (the “2015 Stock Option Plan”).

The 2017 Stock Option Plan does not have a fixed number of Shares issuable thereunder, but permits the issuance of up to an aggregate of 15% of the outstanding Shares from time to time. As of the date of this Circular, the Corporation has options outstanding under the 2015 Stock Option Plan to purchase up to 1,382,143 Shares (representing approximately 5.68% of the issued and outstanding Shares). Following the adoption of the 2017 Stock Option Plan, all outstanding options under the 2015 Stock Option Plan will be governed by the terms and conditions of the 2017 Stock Option Plan. Accordingly, unallocated options with respect to an aggregate of 2,269,464 Shares will be available for future grants (representing approximately 9.32% of the outstanding Shares), based on the number of currently outstanding Shares.

Summary of Material Terms

A summary of the material terms of the 2017 Stock Option Plan is provided below.

The 2017 Option Plan is intended to attract, retain and motivate persons of training, experience and leadership as key service providers to the Corporation and its subsidiaries, including their directors, officers and employees, and to advance the interests of the Corporation. Stock options (“Options”) may be granted to a director, officer, employee or service provider of the Corporation or any related entity (being a person that controls or is controlled by the Corporation or that is controlled by the same person that controls the Corporation) (each, an “Eligible Person”).

The aggregate number of Shares issuable upon the exercise of all Options granted under the 2017 Stock Option Plan and under all other share compensation arrangements will not exceed 15% of the issued and outstanding Shares as at the date of grant of each Option under the 2017 Stock Option Plan. If any Option granted under the 2017 Stock Option Plan expire, terminate for any reason in accordance with the terms of the 2017 Stock Option Plan or be exercised, Shares subject thereto shall again be available for the purpose of the 2017 Stock Option Plan. Accordingly, the 2017 Stock Option Plan is considered an “evergreen” plan and is subject to Shareholder ratification not later than the date that is three years following the date on which Shareholder approval for the 2017 Stock Option Plan is obtained.

Subject to the terms and conditions of the 2017 Stock Option Plan, the number of Shares subject to each Option, the option price of each Option, the expiration date of each Option, the extent to which each Option is exercisable from time to time during the term of the Option and other terms and conditions relating to each such Option shall be determined by the Compensation Committee and recommended to the Board.

The exercise price for any Option issued under the 2017 Stock Option Plan may not be less than the Market Price of the Shares on the date of which the grant of the Option is approved by the Board. For these purposes, “Market Price” at any date in respect of the Shares means the closing sale price of the Shares on the TSX on the trading date immediately preceding such date; provided that, (i) in the event that such Shares did not trade on such trading day, the Market Price shall be the average of the bid and ask prices in respect of such Shares at the close of trading on such trading day, (ii) if no quotation is made for the applicable day, the Market Price on such day shall be determined in the manner set forth in the preceding clause for the next preceding trading day, and (iii) notwithstanding the foregoing, if there is no reported closing price or high bid/low asked price that satisfies the preceding clauses, the Market

Price on any day shall be determined by such methods and procedures as shall be established from time to time by the Compensation Committee.

Options issued under the 2017 Stock Option Plan may be exercised during a period determined under the 2017 Stock Option Plan, which may not exceed ten years. Unless otherwise determined by the Board, Options will vest as follows: 50% on the first anniversary of the grant, 25% on the second anniversary of the grant and 25% on the third anniversary of the grant. Any or all Shares that have vested may be purchased during the term of the Option.

In addition to the restrictions on maximum issuances set forth above for all security based compensation arrangements, the number Shares which may be issued pursuant to Options granted under the 2017 Stock Option Plan to any one person may not exceed 5% of the then aggregate issued and outstanding Shares at the date of the grant.

The following insider participation limits also apply under the 2017 Stock Option Plan: (i) the number of Shares issuable to insiders, at any time, pursuant to the Option Plan and other share compensation arrangements shall not exceed 10% of the issued and outstanding Shares (on a non-diluted basis); and (ii) the number of Shares issued to insiders, within a one-year period, pursuant to the 2017 Stock Option Plan and other share compensation arrangements shall not exceed 10% of the issued and outstanding Shares (on a non-diluted basis).

An Option is personal to the optionholder and non-assignable (whether by operation of law or otherwise); provided, however, that Options may be transferred or assigned to certain permitted assignees which include a spouse, a trustee acting on behalf of the optionholder or spouse, a holding entity or an RRSP, RRIF or TFSA of the optionholder or spouse. If the optionholder resigns, is terminated for cause or fails to be re-elected as a director, the Options terminate immediately. If the optionholder dies or ceases to be eligible under the 2017 Stock Option Plan for any other reason, Options that are entitled to be exercised may generally be exercised (subject to certain extensions at the discretion of the Board or a committee thereof) until the earlier of (i) one year or three months, respectively, of the applicable date, or (ii) the expiry date of the Option.

The Option Plan also provides for the cashless exercise of Options which allows for the optionholder to receive, without cash payment (other than taxes), a number of Shares based on the following formula:

$$x = \frac{[a(b-c)]}{b}$$

where

x	=	the number of whole Shares to be issued
a	=	the number of Shares under Option
b	=	the Market Price of the Shares on the date of the cashless exercise
c	=	the exercise price of the Option

In the event that the expiry of an Option occurs during a blackout period imposed by management or the Board in accordance with the Corporation's insider trading policy, the expiry date of such Option shall be deemed to be amended to that date which is ten business days following the end of such blackout period.

In the event of a Change of Control (as such term is defined in the 2017 Stock Option Plan) with respect to the Corporation or a Corporate Group entity (which, under the 2017 Stock Option Plan, means the Corporation and any subsidiary or related or affiliated business entities of the Corporation and

includes any successor corporations or entities thereto), notwithstanding anything in the 2017 Stock Option Plan to the contrary:

- if the employment of an optionee is terminated by the Corporation or a Corporate Group entity without cause or if the optionee resigns in circumstances constituting constructive dismissal by the Corporation or the Corporate Group entity, respectively, in each case, within twelve months (or such other period as determined by the Board in its sole discretion) following a Change of Control with respect to the Corporation or the Corporate Group entity, respectively (such date being the “Termination Date”), all or any of the optionee’s Options will vest immediately prior to the Termination Date (or such later period as determined by the Board in its sole discretion), subject to any performance conditions which shall be dealt with at the discretion of the Board. All vested Options may be exercised until 90 days (or such other period as may be determined by the Board in its sole discretion) following the Termination Date (but until the normal expiry date of the Option rights of such optionee, if earlier). Upon the expiration of such period, all unexercised Option rights of that optionee shall immediately become terminated and shall lapse notwithstanding the original term of the Option granted to such optionee under the 2017 Stock Option Plan; and
- any surviving, successor or acquiring entity will assume any outstanding Options or will substitute similar awards for the outstanding Options. If the surviving, successor or acquiring entity is a “private issuer” or does not have any securities listed on an established securities exchange, does not assume the outstanding Options or substitute similar awards for the outstanding Options, or if the Board otherwise determines in its sole discretion and subject to the rules of the TSX, the Corporation will give written notice to all optionees advising that the 2017 Stock Option Plan will be terminated effective immediately prior to the Change of Control and all Options will be deemed to be vested Options, and may provide for the exercise of Options and tender of Shares in connection with the Change of Control and may otherwise provide for the cash out or termination of Options that are not exercised within a specified period of time.

The 2017 Stock Option Plan contains certain customary adjustment provisions, including in connection with a subdivision, redivision, consolidation, reclassification, reorganization or other change of, or involving, the Shares.

Subject to applicable regulatory requirements, including the rules of the TSX, and except as provided below, the Board may, in its sole and absolute discretion and without Shareholder approval, amend, suspend, terminate or discontinue the 2017 Stock Option Plan and may amend the terms and conditions of Options granted pursuant to the 2017 Stock Option Plan.

Without limiting the generality of the foregoing, the Board may make the following amendments to the 2017 Stock Option Plan without obtaining Shareholder approval: (i) amendments to the terms and conditions of the 2017 Stock Option Plan necessary to ensure that the 2017 Stock Option Plan complies with the applicable regulatory requirements, including the rules of the TSX, in place from time to time; (ii) amendments to the provisions of the 2017 Stock Option Plan respecting administration of the 2017 Stock Option Plan and eligibility for participation under the 2017 Stock Option Plan; (iii) amendments to the provisions of the 2017 Stock Option Plan respecting the terms and conditions on which Options may be granted pursuant to the 2017 Stock Option Plan, including the provisions relating to the term of the Option and the vesting schedule; and (iv) amendments to the 2017 Stock Option Plan that are of a “housekeeping” nature.

However, the Board may not, without the approval of the Corporation's shareholders, make amendments with respect to the following: (i) an increase to the 2017 Stock Option Plan maximum or the number of securities issuable under the 2017 Stock Option Plan; (ii) a reduction in the option price of an Option benefitting an insider; (iii) an extension to the term of Options (other than as a result of a blackout period extension) benefitting an insider; (iv) any amendment which would permit Options granted under the 2017 Stock Option Plan to be transferable or assignable other than to a permitted assignee and for normal estate settlement purposes; (v) changes to the insider participation limits; and (vi) amendments to the 2017 Stock Option Plan amendment provisions.

The terms of the 2017 Stock Option Plan described above are intended as a summary only and are qualified in their entirety by reference to the 2017 Stock Option Plan which is attached as Appendix "E" hereto.

2017 Stock Option Plan Resolution

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve, with or without variation, a resolution (the "2017 Stock Option Plan Resolution"), approving, confirming and ratifying the 2017 Stock Option Plan. The text of the 2017 Stock Option Plan Resolution is as follows:

"RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The 2017 Stock Option Plan, attached as Appendix "E" to this Circular, which plan was approved by the Board on August 22, 2017, is hereby approved, confirmed and ratified in replacement of the 2015 Stock Option Plan.
2. The Corporation be and is hereby authorized to grant Options under the 2017 Stock Option Plan until September 21, 2020, being the date that is three years from the date on which Shareholder approval is being sought for the 2017 Stock Option Plan.
3. Any director or officer of the Corporation is hereby authorized and directed, for and on behalf of the Corporation, to do all things and execute and deliver all such agreements, documents and instruments necessary or desirable in connection with the foregoing."

Unless you have specified in the enclosed form of proxy that the votes attaching to the Shares represented by the proxy are to be voted against the 2017 Stock Option Plan Resolution, the management representatives designated in the enclosed form of proxy intend to vote the Shares in respect of which they are appointed proxy FOR the 2017 Stock Option Plan Resolution. Approval of the foregoing resolution will require the affirmative vote of a majority of the votes cast by holders of Shares present in person or represented by proxy at the Meeting.

5. Approval of Continuance

General

At the Meeting, the Shareholders will be asked to consider and, if thought appropriate, to pass, with or without variation, a resolution approving the continuance of the Corporation as a federal corporation under the provisions of the CBCA (the “Continuance Resolution”).

The Corporation was incorporated as a capital pool company, and currently exists, under the laws of the Province of Alberta. Following completion of the Transaction on March 1, 2017, the Corporation’s head office was relocated to the Province of Ontario and all of its directors and officers reside outside of the Province of Alberta. In light of the fact that the Corporation has no specific nexus to Alberta at this time, the Board has determined that it would be in the best interests of the Corporation to continue as a federal corporation under the CBCA and be governed by the CBCA going forward.

The full text of the Continuance Resolution is set out in Appendix “C” to this Circular.

Unless you have specified in the enclosed form of proxy that the votes attaching to the Shares represented by the proxy are to be voted against the Continuance Resolution, the management representatives designated in the enclosed form of proxy intend to vote the Shares in respect of which they are appointed proxy FOR the Continuance Resolution. Approval of the foregoing resolution will require the affirmative vote of a special majority of not less than two-thirds of the votes cast by holders of Shares present in person or represented by proxy at the Meeting.

Even if the Continuance Resolution is approved, the Board retains the power to revoke it at all times prior to filing the Articles of Continuance (as defined below) without any further approval by the Shareholders. The Board will only exercise such power in the event that it is, in the opinion of the Board, in the best interests of the Corporation.

Continuance Process

If the Continuance Resolution is approved at the Meeting, as soon as practicable thereafter, and subject to the discretion of the Board to decide otherwise, the Corporation will seek the authorization of the Registrar of Corporations under the ABCA (the “Registrar”) to apply to the Director under the CBCA (the “Director”) to be continued under the CBCA. The Registrar can allow the Corporation to continue out of Alberta upon receipt of an application from the Corporation which confirms, among other things, that the CBCA provides that the property of the Corporation before continuance will continue to be the property of the Corporation and that the Corporation will continue to be liable for its pre-continuance obligations. The Registrar will authorize the Corporation to continue under the CBCA if the Registrar is satisfied that the Corporation has filed with the Registrar all of the records that the Corporation is required to file under the ABCA. As soon as practicable following the approval of the Shareholders and the authorization of the continuance by the Registrar (and subject to the discretion of the Board to decide otherwise), the Corporation intends to apply to the Director for a certificate of continuance by filing articles of continuance substantially in the form attached as Appendix “F” (the “Articles of Continuance”) and related documents with the Director. The Continuance will take effect on the date indicated in the certificate of continuance, upon which the Corporation will become a CBCA corporation and the Articles of Continuance will be deemed to be the Corporation’s articles of incorporation.

Comparison of Rights under the ABCA and the CBCA

While the rights of shareholders under the CBCA are broadly similar to those under the ABCA, there are a number of variations in the rights afforded to shareholders under the two pieces of legislation. The following is a summary of certain similarities and differences between the CBCA and the ABCA on matters pertaining to shareholder rights. This summary is not exhaustive and is of a general nature only and is not intended to be, and should not be construed to be, legal advice to Shareholders. Accordingly, Shareholders should consult their own legal advisors with respect to the corporate law consequences of the Continuance.

Board of Directors

Under the ABCA, at least one-quarter of a corporation's directors, and at least one-quarter of the members of any committee of directors, must be resident Canadians. Under the CBCA, at least one-quarter of a corporation's directors must be resident Canadians; however, there is no similar requirement for committees of directors.

Place of Meetings

The ABCA provides that a meeting may be held outside Alberta where the articles so provide or where all shareholders entitled to vote at such a meeting so agree. The CBCA provides that a meeting of shareholders may be held outside Canada if the place is specified in the articles or where all the shareholders entitled to vote at such a meeting so agree.

Financial Assistance

The ABCA requires disclosure of financial assistance given by a corporation to shareholders or directors of the corporation or its affiliates, or to any of their associates, and in connection with the purchase of shares of the corporation or an affiliated corporation. The CBCA has no such requirement.

Shareholder Proposals

Both the ABCA and the CBCA provide for shareholder proposals. Under the CBCA, a registered or beneficial owner of shares entitled to be voted at a meeting may submit a proposal, although the registered or beneficial shareholder must either: (i) have owned for six months not less than 1% of the total number of voting shares or voting shares with a fair market value of at least \$2,000, or (ii) have the support of persons who have owned for six months not less than 1% of the total number of voting shares or voting shares with a fair market value of at least \$2,000.

Record Date for Voting

The ABCA permits a transferee of Common Shares after the record date for a shareholder meeting, not later than 10 days before the shareholder meeting, to establish a right to vote at the meeting by providing evidence of ownership of Common Shares and demanding that the transferee's name be placed on the voting list in place of the transferor. The CBCA does not have an equivalent provision.

Rights of Dissent

Under both the ABCA and the CBCA, shareholders have substantially the same rights of dissent if a corporation resolves to effect certain fundamental changes. However, under the CBCA, the corporation

must, within ten days of the resolution to which the shareholder dissents being adopted, send notice to the dissenting shareholder. The dissenting shareholder, within 20 days of receiving notice from the corporation or, if such notice was not received, within 20 days after learning that the resolution has been adopted, must send the corporation notice of his demand for payment of the fair value of his shares, the number and class of shares in respect of which the shareholder dissents and his relevant personal information. Within 30 days of this notice, the dissenting shareholder must send the corporation, or its transfer agent, his share certificates. No more than seven days after the later of the day on which the resolution is effective and the day the corporation receives notice from the dissenting shareholder, the corporation must make an offer to pay. The corporation or the dissenting shareholder may apply to the court to fix a fair value for the shares of the dissenting shareholder.

Under the ABCA, a dissenting shareholder may send a corporation a written objection to a resolution affecting a fundamental change at or before any meeting of shareholders at which the resolution is to be voted on. Once the resolution is adopted either the corporation or the dissenting shareholder may make application to the court to fix the fair value of his shares. If an application is made to the court, the corporation must, unless the court otherwise orders, send an offer to pay to each dissenting shareholder an amount considered by the directors to be the fair value of the shares. The dissenting shareholder may accept the offer to pay from the corporation or wait for an order from the court fixing the fair value of the shares. The dissent rights under the ABCA apply to the Continuance Resolution. See “*Particulars of Matters to be Voted Upon - Approval of Continuance - Dissent Rights*”.

Sale of Property

Under both the ABCA and the CBCA, any proposed sale, lease or exchange of all or substantially all of the property of a corporation, other than in the ordinary course of business, must be approved by a special resolution passed by not less than two-thirds of the votes cast by shareholders voting in person or by proxy at a meeting of shareholders. The holder of shares of a class or series of shares of a corporation are entitled to vote separately as a class or series in respect of such a sale, lease or exchange if that class or series is affected by the sale, lease or exchange in a manner different from the shares of another class or series.

Amendments to the Articles of the Corporation

Under both the ABCA and the CBCA, certain fundamental changes to the articles of a corporation, such as an alteration of any restrictions on the business carried on by the corporation, changes in the name of the corporation, increases or decreases in the authorized capital, the creation of any new classes of shares and changes in the jurisdiction of incorporation, must be approved by a special resolution passed by a majority of not less than two thirds of the votes cast by shareholders voting in person or by proxy at a meeting of the shareholders of the corporation.

Oppression Remedies

Under the ABCA and the CBCA, a shareholder, former shareholder, director, former director, officer or former officer of a corporation or any of its affiliates, or any other person who, in the discretion of a court, is a proper person to seek an oppression remedy, may apply to a court to rectify the matters complained of where in respect of a corporation or any of its affiliates: (i) any act or omission of a corporation or its affiliates effects a result; (ii) the business or affairs of a corporation or any of its affiliates are or have been carried on or conducted in a manner; or (iii) the powers of a corporation or any of its affiliates are or have been exercised in a manner, that is oppressive or unfairly prejudicial to, or that unfairly disregards the interests of, any securityholder, creditor, director or officer.

Shareholders' Derivative Action

Under the ABCA and the CBCA, a shareholder, former shareholder, director, former director, officer or former officer of a corporation or its affiliates who, in the discretion of the court, is a proper person to do so, may apply for the court's leave to: (i) bring a derivative action in the name and on behalf of a corporation or any of its subsidiaries; or (ii) intervene in the action to which a corporation or any of its subsidiaries is a party, for the purpose of prosecuting, defending or discontinuing the action on behalf of a corporation or the subsidiary.

Dissent Rights

Registered Shareholders (as defined below) have the right to dissent to the Continuance Resolution pursuant to Section 191 of the ABCA. This summary is expressly subject to Section 191 of the ABCA, the text of which is reproduced in its entirety in Appendix "G" hereto. The Corporation is not required to notify, and will not notify, Shareholders of the time periods within which action must be taken in order for a Shareholder to perfect his or her dissent rights. It is recommended that any Shareholder wishing to avail himself or herself of his or her dissent rights seek legal advice, as failure to comply strictly with the provisions of Section 191 of the ABCA may prejudice any such rights. A "Registered Shareholder" is a Shareholder whose Shares are registered in his or her name on the shareholder register.

If a Shareholder holds his or her Shares through an investment dealer, broker or market intermediary, he or she will not be a Registered Shareholder as such Shares will be registered in the name of such investment dealer, broker or market intermediary. Any holder of Shares who wishes to invoke his or her dissent rights should register his or her shares in his or her name or arrange for the Registered Shareholder to dissent. Any holder of Shares who wishes to invoke his or her dissent rights is urged to consult with his or her legal or investment advisor to determine whether they are Registered Shareholders and to be advised of the strict provisions of Section 191 of the ABCA. Any Shareholder who wishes to register his or her Shares in his or her own name is urged to consult with his or her legal or investment advisor or the registrar and transfer agent of the Corporation at the following address: TSX Trust Company, 301-100 Adelaide Street West, Toronto ON M5H 4H1.

In the event that the Continuance Resolution is adopted and becomes effective, any Shareholder who dissents in respect of the Continuance Resolution in compliance with Section 191 of the ABCA (a "Dissenting Shareholder") will be entitled to be paid by the Corporation a sum representing the fair value of his or her shares. No right of dissent or appraisal is available to a holder of shares with respect to any other matter to be considered at the Meeting other than the Continuance.

A Dissenting Shareholder must send to the Corporation at or before the Meeting, a written objection to the Continuance Resolution (a "Dissent Notice"). A vote against the Continuance Resolution does not constitute a Dissent Notice. The ABCA does not provide for partial dissent and, accordingly, a Shareholder may only dissent with respect to all of the Shares held by him or her or on behalf of any one beneficial owner whose shares are registered in his or her name. An application by the Corporation or by a Shareholder if he or she has sent a Dissent Notice as described above may be made to the Court of Queen's Bench of Alberta (the "Court") by originating notice, after the adoption of the Continuance Resolution to fix the fair value of the Shares held by the Dissenting Shareholder. The fair value is to be determined as of the close of business on the last business day before the date on which the Continuance Resolution was adopted. If an application is made to the Court, the Corporation shall, unless the Court otherwise orders, send to each Dissenting Shareholder, at least ten days before the date on which the application is returnable if the Corporation is the applicant or within ten days after the Corporation is

served with a copy of the originating notice if the Dissenting Shareholder is the applicant, a written offer to pay an amount considered by the Board to be the fair value of the Shares. Every such offer is to be made on the same terms and is to contain or be accompanied by a statement showing how the fair value was determined.

Upon the occurrence of the earliest of: (i) the effective date of the Continuance, (ii) the making of an agreement between the Corporation and the Dissenting Shareholder as to the payment to be made by the Company for the dissenting Shares, or (iii) a pronouncement of the Court fixing the fair value of the Shares a Dissenting Shareholder ceases to have any rights as a Shareholder of the Corporation other than the right to be paid the fair value of his or her shares in the amount agreed to between the Corporation and the Dissenting Shareholder or in the amount fixed by the Court, as the case may be. Until one of these events occurs, the Dissenting Shareholder may withdraw his or her Dissent notice or the Corporation may rescind the Continuance Resolution and in either event, the dissent and appraisal proceedings in respect of such Dissenting Shareholder will be discontinued.

Dissenting Shareholders will not have any right other than those granted under the ABCA to have their Shares appraised or to receive the fair value thereof.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Objectives

The Corporation has historically relied on the experience of its Board in setting executive compensation. In considering compensation awards, the Board has considered the skill level of its executives as well as comparable levels of compensation for individuals with similar capabilities and experience. In regard to the Corporation's current executive compensation arrangements, the Board has considered such factors as the Corporation's current financial situation, the estimated financial situation of the Corporation in the mid-term and the need to attract and retain the key executives necessary for the Corporation's long term success.

Following completion of the Transaction on March 1, 2017, the Board established a Compensation Committee on March 28, 2017 to, among other things, (i) consider the overall remuneration strategy and, where information is available, verifying the appropriateness of existing remuneration levels using external sources for comparison; (ii) compare the nature and amount of directors' and executive officers' compensation to performance against goals set for the year while considering relevant comparative information, independent expert advice and the Corporation's financial position, and (iii) make recommendations to the Board in respect of director and executive officer remuneration matters, with the overall objective of ensuring maximum Shareholder benefit from the retention of high quality board and executive team members. For more information on the Compensation Committee, please see the section entitled "Compensation" of the Corporation's Corporate Governance Practices attached hereto as Appendix "A".

Medicenna's executive compensation program is designed to:

- attract and retain qualified, motivated and achievement-oriented individuals by offering compensation that is competitive in the industry and marketplace;
- align executive interests with the interests of Shareholders; and

- ensure that individuals continue to be compensated in accordance with their personal performance and responsibilities and their contribution to the overall objectives of the Corporation.

These objectives are achieved by offering executives and employees a compensation package that is competitive and rewards the achievement of both short-term and long-term objectives of the Corporation. As such, our compensation package consists of three key elements:

- base salary and initial share options;
- short-term compensation incentives to reward corporate and personal performance through potential annual cash bonuses; and
- long-term compensation incentives related to long-term increase in Share value through participation in the Share Option Plan.

The Compensation Committee reviews each of these items on a stand-alone basis and also reviews compensation as a total package. Adjustments to compensation are made as appropriate following a review of the compensation package as a whole.

Base Salary

In establishing base salaries, the objective of the Board is to establish levels that will enable Medicenna to attract and retain executive officers that can effectively contribute to the long-term success of the Corporation. Base salary for each executive officer is determined by the individual's skills, abilities, experience, past performance and anticipated future contribution to the success of Medicenna.

Short-Term Compensation Incentives

The role of short-term compensation incentives at Medicenna is to motivate our executive officers to achieve specified performance objectives for 2017 and to reward them for their achievement in the event that those objectives are met. The Board sets annual corporate objectives encompassing scientific, clinical, regulatory, business and corporate development and financial criteria. The annual cash bonus for the executive officers is based, at least in part, on the level of achievement of these annual objectives, assuming these objectives are still relevant at the time of evaluation. All current corporate and executive officer objectives are reviewed by the Compensation Committee and approved by the Board. The Compensation Committee recommends to the Board the awarding of bonuses, payable in cash, stock or share options, to reward extraordinary individual performance.

Cash bonuses are determined as soon as practicable after the end of the fiscal year and, for the Named Executive Officers (as defined hereinafter), are included in the Summary Compensation Table in the year in respect of which they are earned. For each executive officer, during the year ended March 31, 2017, the annual cash bonuses ranged from 20% to 30% of base salary.

Long-Term Incentive Plans

Long-term incentives, in the form of Options, are intended to align the interests of the Corporation's directors and its executive officers with those of its shareholders, to provide a long term incentive that rewards these individuals for their contribution to the creation of shareholder value and to reduce the cash compensation that the Corporation would otherwise have to pay. In determining the size and terms of individual grants, the Board takes into account, among other things (i) prior grants; (ii) the level of effort, time, responsibility, ability, experience and level of commitment of the executive officer;

and (iii) market comparatives for similarly situated executives.

Hedge or Offset Instruments

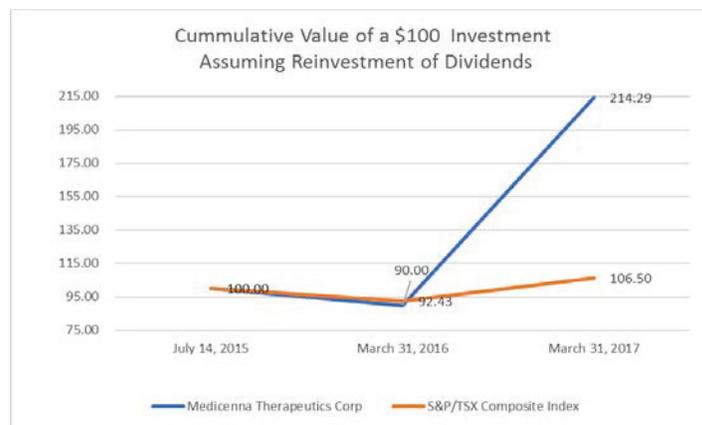
Named Executive Officers or directors are not permitted to purchase financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by Named Executive Officers or directors, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds.

Risk Assessment of Compensation

The implications of the risks associated with the Corporation's compensation practices were not considered by the Board or a committee of the Board.

Performance Graph

The following graph compares the total shareholder return of \$100 invested in our Shares since the Corporation's initial public offering with the total return of the S&P/TSX Composite Index.



The Corporation completed its initial public offering on July 7, 2015 and its Shares commenced trading on the TSX Venture Exchange (the "TSXV") on July 14, 2015. The Corporation operated as a "capital pool corporation" in accordance with the policies of the TSXV until the date of completion of the Transaction on March 1, 2017. The performance graph above has been adjusted to reflect a 14:1 consolidation of the Shares completed on March 1, 2017.

The performance trend shown by the above graph does not necessarily reflect the trend in our compensation to Named Executive Officers reported over the same period. The market price of the Shares, similar to the share prices of many publicly-traded biotechnology companies, has historically been highly volatile. Our approach to compensation is designed to attract and retain quality executives while promoting long-term profitability and maximizing shareholder value. Our Named Executive Officers are compensated on the basis of individual and corporate performance rather than on factors strictly tied to the short-term performance of our Shares in the market.

Summary Compensation Table

The following table details the compensation information for the three fiscal years ended March 31, 2017 of the Corporation, for the Chairman, President and Chief Executive Officer, the Chief Financial Officer, the Chief Development Officer and the Chief Operating Officer (each, an “NEO” and, collectively the “Named Executive Officers”):

Name and Principal Position	Year Ended	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plan (\$)	Long-term incentive plans (\$)			
Dr. Fahar Merchant ⁽¹⁾ Chairman, President and Chief Executive Officer	March 31, 2017	340,000 ⁽⁹⁾	N/A	444,500 ⁽⁶⁾	83,704	Nil	N/A	Nil	868,204
	March 31, 2016	364,000 ⁽⁹⁾	N/A	Nil	Nil	Nil	N/A	Nil	364,000
	March 31, 2015	135,000	N/A	Nil	Nil	Nil	N/A	Nil	135,000
Ms. Elizabeth Williams ⁽²⁾ Chief Financial Officer	March 31, 2017	53,365	N/A	158,750 ⁽⁶⁾	8,538	Nil	N/A	Nil	220,653
	March 31, 2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	March 31, 2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Mr. Karthik Radhakrishnan ⁽⁵⁾⁽⁸⁾ Former Chief Financial Officer	March 31, 2017	189,583	N/A	Nil	Nil	Nil	N/A	106,400 ⁽⁷⁾⁽⁸⁾	295,983
	March 31, 2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	March 31, 2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Gino DeMichele ⁽³⁾ Former Chief Executive Officer and Chief Financial Officer	March 31, 2017	Nil	N/A	Nil	Nil	Nil	N/A	Nil	Nil
	March 31, 2016	Nil	N/A	67,500	Nil	Nil	N/A	N/A	67,500
	March 31, 2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Ms. Rosemina Merchant Chief Development Officer ⁽⁴⁾	March 31, 2017	290,000 ⁽⁹⁾	N/A	318,500 ⁽⁶⁾	44,000	Nil	N/A	Nil	652,500
	March 31, 2016	308,000 ⁽⁹⁾	N/A	Nil	Nil	Nil	N/A	Nil	308,000
	March 31, 2015	135,000	N/A	Nil	Nil	N/A	N/A	Nil	135,000
Mr. Patrick Ward ⁽⁵⁾ Chief Operating Officer	March 31, 2017	48,750	N/A	158,750 ⁽⁷⁾	Nil	Nil	N/A	Nil	207,500
	March 31, 2016	N/A	N/A	N/A	N/A	Nil	N/A	N/A	N/A
	March 31, 2015	N/A	N/A	N/A	N/A	Nil	N/A	N/A	N/A

- (1) Dr. Merchant has acted as the President and Chief Executive Officer of MTI, a wholly-owned subsidiary of the Corporation, since October 30, 2011. Dr. Merchant was appointed as President and Chief Executive Officer of the Corporation on March 1, 2017 upon the closing of the Transaction.
- (2) Ms. Williams was appointed Chief Financial Officer of MTI, a wholly-owned subsidiary of the Corporation, on December 12, 2016. Ms. Williams was appointed as Chief Financial Officer of the Corporation on March 1, 2017 upon the closing of the Transaction.
- (3) Mr. DeMichele acted as the Chief Executive Officer and Chief Financial Officer of the Corporation from incorporation. Mr. DeMichele ceased to be Chief Executive Officer and Chief Financial Officer of the Corporation on March 1, 2017 upon the closing of the Transaction.
- (4) Ms. Merchant has acted as the Chief Development Officer of MTI, a wholly-owned subsidiary of the Corporation, since April 25, 2016. Ms. Merchant was appointed as Chief Development Officer of the Corporation on March 1, 2017 upon the closing of the Transaction.

- (5) Mr. Ward was appointed Chief Operating Officer of Medicenna Biopharma Inc., a wholly-owned subsidiary of the Corporation, effective January 1, 2017. Mr. Ward was appointed as Chief Operating Officer of the Corporation on March 1, 2017 upon the closing of the Transaction.
- (6) In determining the fair value of these option-based awards, the Black-Scholes valuation methodology was used with the following assumptions: (i) expected life of five years; (ii) volatility 80%; (iii) risk free interest rate of 0.65%; and (iv) no dividend yield. The Corporation has decided to use the Black-Scholes valuation methodology because it is equivalent to the option value reported in the Corporation's consolidated financial statements.
- (7) Mr. Ward is and Mr. Radhakrishnan was paid in US dollars. Amounts are shown in Canadian dollars translated from US dollars based on the exchange rates prevailing on the date of the transaction. The average exchange rate was US\$1 = \$1.30 in the year ended March 31, 2017
- (8) Mr. Radhakrishnan was the Chief Financial Officer of MTI, a wholly-owned subsidiary of the Corporation effective March 17, 2016. Mr. Radhakrishnan and the Corporation mutually terminated his employment in October 2016. As part of the termination Mr. Radhakrishnan was paid a severance payment of US\$75,000 plus reimbursed US\$5,000 in legal fees.
- (9) Includes amounts paid to the Executive for accrued but unused vacation pay.

Incentive Plan Awards - Named Executive Officers

Outstanding Share-Based Awards and Option-Based Awards

The following tables show all awards outstanding to each NEO as at March 31, 2017:

Name and Principal Position	Option-based Awards			Share-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Dr. Fahar Merchant Chairman, President and Chief Executive Officer	350,000	2.00	Feb 13, 2027	350,000	Nil	Nil	Nil
Ms. Elizabeth Williams Chief Financial Officer	125,000	2.00	Feb 13, 2027	125,000	Nil	Nil	Nil
Ms. Rosemina Merchant Chief Development Officer	250,000	2.00	Feb 13, 2027	250,000	Nil	Nil	Nil
Mr. Patrick Ward Chief Operating Officer	125,000	2.00	Feb 13, 2027	125,000	Nil	Nil	Nil
Gino DeMichele Former Chief Executive Officer and Chief Financial Officer	53,571	1.40	July 13, 2025	85,714	Nil	Nil	Nil
Mr. Karthik Radhakrishnan Former Chief Financial Officer	Nil	N/A	N/A	Nil	Nil	Nil	Nil

- (1) These amounts are calculated based on the difference between the market value of the securities underlying the options on March 31, 2017 at the end of the fiscal year (\$3.00), and the exercise price of the options.

Value Vested or Earned During the Year

The following table sets forth for each NEO the value vested or earned on all option-based awards, share-based awards, and non-equity incentive plan compensation during the year ended March 31, 2017:

Name and Principal Position	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Dr. Fahar Merchant Chairman, President and Chief Executive Officer	Nil	N/A	83,704
Ms. Elizabeth Williams Chief Financial Officer	Nil	N/A	8,538
Ms. Rosemina Merchant Chief Development Officer	Nil	N/A	44,000
Mr. Patrick Ward Chief Operating Officer	Nil	N/A	Nil
Mr. Gino DeMichele Former Chief Executive Officer and Chief Financial Officer	Nil	N/A	Nil
Mr. Karthik Radhakrishnan Former Chief Financial Officer	Nil	N/A	Nil

Pension Plan Benefits

The Corporation does not provide pension plan benefits to its Named Executive Officers or employees of the Corporation.

Termination and Change of Control Benefits

The employment agreements of Dr. Merchant, Ms. Williams, Ms. Merchant and Mr. Ward provide that if their employment is terminated by the Corporation other than for cause, they will be entitled to the following benefits:

Name	Termination Without Cause	Change of Control
Dr. Fahar Merchant	\$487,500 ⁽¹⁾	\$487,500 ⁽¹⁾
Ms. Elizabeth Williams	\$50,000 ⁽²⁾	\$50,000 ⁽²⁾
Ms. Rosemina Merchant	\$275,000 ⁽³⁾	\$275,000 ⁽³⁾
Mr. Patrick Ward	US\$37,500 ⁽⁴⁾	US\$150,000 ⁽⁴⁾

(1) This amount represents 18 months of Dr. Merchant's current base salary.

(2) This amount represents 3 months of Ms. Williams annual base salary.

(3) This amount represents 12 months of Ms. Merchant's annual base salary.

(4) Mr. Ward is entitled to 3 months of his annual base salary in the event of termination without cause and 12 months of his annual base salary in the event of a change of control.

Dr. Fahar Merchant

In the event that Dr. Merchant's employment is terminated by Medicenna other than for cause, Dr. Merchant shall be entitled to receive a lump sum payment equal to one and one half times his then annual base salary (less applicable source deductions) as well as any bonus eligible but not yet paid as of the time of termination. Currently this obligation would be \$487,500. In addition, all unvested stock options will become immediately vested and exercisable.

Ms. Elizabeth Williams

In the event that Ms. Williams's employment is terminated by Medicenna other than for cause, Ms. Williams shall be entitled to receive a lump sum payment equal to three months of her then annual base salary (less applicable source deductions) in the first year of employment, six months of her then annual base salary in the second year of employment with an additional month for each year employed to a maximum of twelve months. Currently this obligation would be \$50,000. In the event of termination without cause or for good reason either in connection with or twelve months following a Change of Control, Ms. Williams shall be entitled to severance pay equivalent to be entitled to receive a lump sum payment equal to three months of her then annual base salary (less applicable source deductions) in the first year of employment, six months of her then annual base salary in the second year of employment with an additional month for each year employed to a maximum of twelve months as well as any bonus eligible but not yet paid as of the time of termination. Currently this obligation would be \$50,000.

Ms. Rosemina Merchant

In the event that Ms. Merchant's employment is terminated by Medicenna other than for cause, Ms. Merchant shall be entitled to receive a lump sum payment equal to one times her then annual base salary (less applicable source deductions). Currently this obligation would be \$275,000. In the event of termination without cause or for good reason either in connection with or twelve months following a change of control, Ms. Merchant shall be entitled to severance pay equivalent to one times her then annual base salary (less applicable source deductions) as well as any bonus eligible but not yet paid as of the time of termination. Currently, this obligation would be \$275,000. In addition, all unvested stock options will become immediately vested and exercisable.

Mr. Patrick Ward

In the event that Mr. Ward's employment is terminated by Medicenna other than for cause, Mr. Ward shall be entitled to receive a lump sum payment equal to three months of his then annual base salary (less applicable source deductions) in the first year of employment, six months of his then annual base salary in the second year of employment, nine months in the third year of employment and twelve months in any subsequent year of employment. Currently this obligation would be US\$37,500. In the event of termination without cause or for good reason either in connection with or twelve months following a change of control and provided Mr. Ward provides relevant releases, Mr. Ward shall be entitled to severance pay equivalent to one times his then annual base salary (less applicable source deductions), which currently would be US\$150,000. In addition, all unvested stock options will become immediately vested and exercisable.

Director Compensation Table

The following table details the compensation received by each director for the year ended March 31, 2017 (other than directors who were also Named Executive Officers and for whom information is shown in the table under the heading “Executive Compensation - Summary Compensation Table” above):

Name	Fees earned ⁽¹⁾ (\$)	Share-based awards (\$)	Option- based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other Compensation (\$)	Total (\$)
Mr. Albert Beraldo ⁽²⁾	6,875	Nil	63,500	Nil	N/A	Nil	70,375
Dr. Chandrakant Panchal ⁽³⁾	8,000	Nil	63,500	Nil	N/A	Nil	71,500
Mr. Andrew Strong ⁽⁴⁾	5,875	Nil	63,500	Nil	N/A	Nil	69,375
Mario M. Kulas ⁽⁵⁾	Nil	Nil	Nil	Nil	N/A	Nil	Nil
Trevor Wong-Chor ⁽⁶⁾	Nil	Nil	Nil	Nil	N/A	Nil	Nil
Gordon D. Anderson ⁽⁷⁾	Nil	Nil	Nil	Nil	N/A	Nil	Nil

(1) Fees were earned for the period from January 1, 2017 to March 31, 2017.

(2) Mr. Beraldo was appointed as director of MTI, a wholly-owned subsidiary of the Corporation, effective November 22, 2016. Mr. Beraldo was appointed as director of the Corporation effective March 1, 2017 upon the closing of the Transaction.

(3) Mr. Panchal was appointed as director of MTI, a wholly-owned subsidiary of the Corporation, effective November 22, 2016. Mr. Panchal was appointed as director of the Corporation effective March 1, 2017 upon the closing of the Transaction.

(4) Mr. Strong was appointed as director of MTI, a wholly-owned subsidiary of the Corporation, effective November 22, 2016. Mr. Strong was appointed as director of the Corporation effective March 1, 2017 upon the closing of the Transaction.

(5) Mr. Kulas resigned as director of the Corporation effective March 1, 2017.

(6) Mr. Wong-Chor resigned as director of the Corporation effective March 1, 2017.

(7) Mr. Anderson resigned as director of the Corporation effective March 1, 2017.

As of January 1, 2017, directors of MTI (who subsequently became directors of the Corporation effective March 1, 2017) were entitled to an annual fee of \$20,000 with no per meeting fees. The lead director is entitled to an additional annual fee of \$5,000. The chair of the audit committee is entitled to an annual fee of \$6,000 with each committee member receiving an annual fee of \$5,000. The chair of the corporate governance and nominating and compensation committees is entitled to an annual fee of \$2,000 with each committee member receiving an annual fee of \$1,500 per committee. Non-executive directors are reimbursed for any out-of-pocket travel expenses incurred in order to attend meetings. Executive directors are not entitled to directors' compensation.

Dr. Merchant and Ms. Merchant did not receive any compensation for their role as a director of the Corporation. In addition, directors of the Corporation prior to March 1, 2017 (namely Messrs. DeMichele, Kulas and Anderson), the effective date of the Transaction, were not paid any director fees in accordance with the policies of the TSXV.

Incentive Plan Awards - Directors

Outstanding Share-Based Awards and Option Based Awards

The following table sets forth for each director, other than Named Executive Officers who are directors, all option-based and share-based awards outstanding at March 31, 2017:

Name	Option-based Awards			Share-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Mr. Albert Beraldo	50,000	2.00	Feb 13, 2027	50,000	Nil	Nil	Nil
Dr. Chandrakant Panchal	50,000	2.00	Feb 13, 2027	50,000	Nil	Nil	Nil
Mr. Andrew Strong	50,000	2.00	Feb 13, 2027	50,000	Nil	Nil	Nil
Mario M. Kulas ⁽²⁾	37,500	1.40	July 13, 2025	60,000	Nil	Nil	Nil
Gordon D. Anderson ⁽²⁾	16,071	1.40	July 13, 2025	25,714	Nil	Nil	Nil
Trevor Wong-Chor ⁽²⁾	Nil	N/A	N/A	Nil	Nil	Nil	Nil

(1) These amounts are calculated based on the difference between the market value of the securities underlying the options on March 31, 2017 at the end of the fiscal year (\$3.00), and the exercise price of the options.

(2) Mesrs. Kulas, Anderson and Wong-Chor resigned as directors effective March 1, 2017 upon completion of the Transaction.

Value Vested or Earned During the Year

The following table sets forth for each director the value vested or earned on all option-based awards, share-based awards, and non-equity incentive plan compensation during the year ended March 31, 2017.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Mr. Albert Beraldo	Nil	Nil	Nil
Dr. Chandrakant Panchal	Nil	Nil	Nil
Mr. Andrew Strong	Nil	Nil	Nil
Mario M. Kulas	Nil	Nil	Nil
Gordon D. Anderson	Nil	Nil	Nil
Trevor Wong-Chor	Nil	Nil	Nil

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth certain details as at the end of the year ended March 31, 2017 with respect to compensation plans pursuant to which equity securities of the Corporation are authorized for issuance.

Plan Category	Number of Shares to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of Shares remaining available for future issuance under the equity compensation plans (Excluding Shares reflected in Column (a))
	(a)	(b)	(c)
Equity compensation plans approved by Shareholders	1,382,143	\$2.03	2,269,464
Equity compensation plans not approved by Shareholders	Nil	Nil	Nil
Total	1,382,143	\$2.03	2,269,464

2015 Stock Option Plan

The Corporation has adopted the 2015 Stock Option Plan. The following is a summary of certain provisions of the 2015 Stock Option Plan:

- Subject to the terms of the 2015 Stock Option Plan, Options may be granted in such numbers and with such vesting provisions as the Board may determine;
- The Board shall, at the time an option is granted under the 2015 Stock Option Plan, fix the exercise price at which Shares may be acquired upon the exercise of such options provided that such exercise price shall not be less than the Discounted Market Price (as is defined in Policy 1.1 of the TSXV Corporate Finance Manual);
- The Board may, in its sole discretion, determine the time during which options shall vest and the method of vesting, subject to any vesting restrictions imposed by the TSXV;
- Options may be granted for a maximum term of ten (10) years;
- Options may only be transferred or assigned subject to the terms of the 2015 Stock Option Plan;
- The maximum number of Shares reserved for issue under the 2015 Stock Option Plan, together with any Shares reserved for issuance under any other share compensation arrangements, shall not exceed 10% of the outstanding Shares as at the date of the grant;
- The maximum number of Shares reserved for issue to any one person under the 2015 Stock Option Plan together with any Shares reserved for issuance under any other share compensation arrangements shall not exceed 5% of the outstanding Shares as at the date of the grant;

- The maximum number of Common Shares reserved for issue to a Consultant (as defined in Policy 4.4 of the TSXV Corporate Finance Manual) or a person engaged in Investor Relations Activities (as defined in Policy 1.1 of the TSXV Corporate Finance Manual) in any 12 month period shall not exceed 2% of the outstanding Shares as at the date of the grant;
- Options expire either: (i) within 90 days of (or 30 days with respect to a person engaged in Investor Relations Activities) of termination of employment or holding office as a director, officer, employee or consultant of the Corporation for any reason other than death or permanent disability; or (ii) for a “reasonable period” at the discretion of the Board;
- In case of death, options expire on the earlier of one (1) year thereafter or the end of the period during which the Option may be exercised, and may be exercised by legal representatives or designated beneficiaries of the holder of such options;
- The Corporation is permitted to make the required source withholdings and remittances in respect of employee stock option benefits as required under the *Income Tax Act* (Canada);
- The Board may suspend or terminate the 2015 Stock Option Plan at any time; and
- The Board may, at any time, amend or revise the terms of the 2015 Stock Option Plan, subject to the receipt of all necessary regulatory approvals, provided that no such amendment or revision shall alter the terms of any options granted under the 2015 Stock Option Plan.

At the Meeting, Shareholders will be asked to approve the 2017 Stock Option Plan, which, if approved, will supersede the 2015 Stock Option Plan. See “*Particulars of Matters to be Acted Upon - Approval of 2017 Stock Option Plan.*”

The Corporation does not currently have any other security based compensation arrangement.

INDEBTEDNESS

As of the date hereof, there is no indebtedness owing to the Corporation by any employees, officers, directors or Nominees of the Corporation (or any associate or affiliate thereof).

AUDIT COMMITTEE INFORMATION

Reference is made to the annual information form of the Corporation dated June 15, 2017 for the year ended March 31, 2017, under the heading “Audit Committee Information” for a disclosure of information related to the Audit Committee required under Form 52-110F1 to National Instrument 52-110 – *Audit Committees* (“NI 52-110”). A copy of this document can be found on SEDAR at www.sedar.com, however we will promptly provide a copy of this document to any securityholder of the Corporation free of charge upon request.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Corporation, none of the persons who have been directors or executive officers of the Corporation at any time since April 1, 2016, none of the proposed Nominees and none of the associates or affiliates of any of the foregoing has any material interest, direct or

indirect, by way of beneficial ownership of securities or otherwise, in any matter scheduled to be acted upon at the Meeting other than the election of directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Corporation, except as disclosed herein, no “informed person”, proposed director, or any associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since April 1, 2016 or in any proposed transaction that has materially affected or would materially affect the Corporation or any of its subsidiaries. An “informed person” means, among others, (i) a director or executive officer of the Corporation or of a subsidiary of the Corporation, (ii) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation other than voting securities held by the person or company as underwriter in the course of a distribution.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of Medicenna. The Board believes that sound corporate governance practices are essential to contributing to the effective and efficient decision-making of management and the Board and to the enhancement of Shareholder value. The Board and management believe that Medicenna has a sound governance structure in place for both management and the Board. Of particular note Medicenna has:

- established a written mandate of the Board;
- established a written charter for the Audit Committee;
- established a written charter for the Compensation Committee;
- established a written charter for the Corporate Governance and Nominating Committee;
- established a written Disclosure and Insider Trading Policy; and
- established a written Code of Ethics.

National Instrument 58-101 — *Disclosure of Corporate Governance Practices* (“NI 58-101”) and National Policy 58-201 — *Corporate Governance Guidelines* (“NP 58-201”) requires issuers, including Medicenna, to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on governance practices. The Corporation is also subject to NI 52-110, which has been adopted in various Canadian provinces and territories and which prescribes certain requirements in relation to audit committees. The required disclosure under NI 58-101 is attached hereto as Appendix “A”.

ADDITIONAL INFORMATION

Additional information relating to us, including our most current annual information form (together with documents incorporated therein by reference), our consolidated financial statements for the year ended March 31, 2017, the report of the auditor thereon, management's discussion and analysis of our financial condition and results of operations for the year ended March 31, 2017 can be found on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Copies of those documents are available upon written request to the Chief Financial Officer, free of charge to our securityholders. Our financial information is provided in our consolidated financial statements for the year ended March 31, 2017 and management's discussion and analysis of our financial condition and results of operations for the year ended March 31, 2017.

DIRECTORS' APPROVAL

The contents and sending of this Circular have been approved by our directors.

(signed) Fahar Merchant, Ph.D.
Chairman, President and Chief Executive Officer

APPENDIX A
Corporate Governance Practices

Medicenna Therapeutics Corp. (the “Corporation”) is committed to sound and comprehensive corporate governance policies and practices and is of the view that its corporate governance policies and practices, outlined below, are comprehensive and consistent with NP 58-201 and NI 52-110.

The Corporation completed its qualifying transaction with Medicenna Therapeutics Inc. on March 1, 2017 (the “Transaction”). In connection with the Transaction, the board of directors of the Corporation (the “Board”) was reconstituted to consist of the current directors of the Corporation. The disclosure provided below is being provided solely in respect of the Board as constituted following completion of the Transaction on March 1, 2017.

Board of Directors

The Board encourages sound and comprehensive corporate governance policies and practices designed to promote the ongoing development of the Corporation.

Composition of the Board

The Board is currently composed of five directors, a majority of whom are independent directors. An “independent” board member, as further defined in NI 52-110, means that such member has no “material relationship” with the issuer. A “material relationship” is a relationship that could, in the view of the Board, be reasonably expected to interfere with the exercise of a member’s judgment. Each year the Board reviews the composition of the Board and assesses whether a Board member is “independent”.

Director	Independent
Fahar Merchant	No
Albert Beraldo	Yes
Rosemina Merchant	No
Chandrakant Panchal	Yes
Andrew Strong	Yes

Dr. Fahar Merchant., Chairman, President and Chief Executive Officer of the Corporation and Rosemina Merchant, Chief Development Officer are not independent directors because of their roles in the Corporation’s management team.

The following table outlines other reporting issuers that Board members are directors of:

Director	Reporting Issuer
Fahar Merchant	—
Albert Beraldo	—
Rosemina Merchant	—
Chandrakant Panchal	Canadian Oil Recovery and Remediation Inc. Panacea Global Inc.
Andrew Strong	Ashford Hospitality Prime

As they deem appropriate, the independent directors meet without the presence of non-independent directors and members of management. During the year ended March 31, 2017, independent directors met once without the presence of management and non-independent directors.

The Corporation has created the position of Lead Director to ensure that the directors have an independent leadership contact and maintain and enhance the quality of the Corporation's corporate governance practices. Dr. Chandrakant Panchal, an independent director, is currently the Lead Director. The Lead Director provides leadership to the Board in discharging its mandate and also assists the Board in discharging its stewardship function, which includes (i) satisfying itself as to the integrity of the Chief Executive Officer and the other senior officers of the Corporation and that the Chief Executive Officer and other senior officers create a culture of integrity throughout the organization; (ii) strategic planning; (iii) identifying and managing risks; (iv) succession planning; (v) adopting a disclosure policy; (vi) internal control and management information systems; and (vii) the Corporation's approach to corporate governance. In addition, the Lead Director provides advice, counsel and mentorship to the Chief Executive Officer.

The following table illustrates the attendance record of each director for all Board meetings held for the year ended March 31, 2017.

Director	Meetings Attended
Fahar Merchant	1 of 1
Albert Beraldo	1 of 1
Rosemina Merchant	1 of 1
Chandrakant Panchal	1 of 1
Andrew Strong	1 of 1

Mr. William W. Li has been nominated for election as director of the Corporation in addition to the five current directors of the Corporation. Assuming he is elected at the Meeting, Mr. Li would qualify as an independent director for the purposes of NI 52-110. Mr. Li is currently a member of the board of directors of Leap Therapeutics, Inc (LPTX, Nasdaq) and Ceapro Inc (CZO, TSXV).

Board Mandate

The Board has adopted a mandate in which it explicitly assumes responsibility for stewardship of the Corporation. The Board is mandated to represent the Shareholders to ensure appropriate succession planning is in place, select the appropriate chief executive officer, assess and approve the strategic direction of the Corporation, ensure that appropriate processes for risk assessment, management and internal control are in place, monitor management performance against agreed benchmarks, and assure the integrity of financial reports. A copy of the Board Mandate is attached hereto as Appendix "B".

Orientation and Continuing Education

It is the mandate of the Corporate Governance and Nominating Committee to ensure that a process is established for the orientation and education of new directors that addresses the nature and operation of the Corporation's business and their responsibilities and duties as directors (including the contribution individual directors are expected to make and the commitment of time and resources that the Corporation expects from its directors).

The orientation includes an overview of the Corporation's history and operations, a review of industry conditions and competition, an introduction to the Corporation's management team and corporate and

business information. Any further orientation is dependent on the needs of the new member and may include items such as formal training sessions and attendance at seminars.

With respect to the continuing education of directors, the Corporate Governance and Nominating Committee ensures that directors receive adequate information and continuing education opportunities on an ongoing basis to enable directors to maintain their skills and abilities as directors and to ensure their knowledge and understanding of the Corporation's business remains current.

Ethical Business Conduct

The Corporation has adopted a Code of Business Conduct and Ethics (the "Code") that applies to the directors, officers and employees of the Corporation and its subsidiaries. Additionally, consultants and agents for the Corporation are expected to abide by the Code.

The Corporate Governance and Nominating Committee regularly monitors compliance with the Code through communications with management and reports through the Disclosure and Insider Trading Policy (as described below) and ensures that management of the Corporation encourages and promotes a culture of ethical business conduct. A copy of the Code may be found at www.SEDAR.com under the Corporation's public profile and on our website at www.medicenna.com.

The Corporation has also developed a Disclosure and Insider Trading Policy that covers "whistle blowing" and provides an anonymous means for employees and officers to report violations of the Code or any other corporate policies.

The Board has not granted any waiver of the Code in favour of a director or officer of the Corporation. No material change reports have been filed since the beginning of the Corporation's most recently completed fiscal year that pertain to any conduct of a director or executive officer that constitutes a departure from the Code.

Conflicts of Interest

The Corporate Governance and Nominating Committee monitors the disclosure of conflicts of interest by directors and ensures that no director will vote or participate in a discussion on a matter in respect of which such director has a material interest.

Nomination of Directors

Directors of the Corporation are expected to bring to the Board the broadest possible knowledge and depth of experience from their chosen business or profession. Directors should evidence a demonstrated ability to deal with business, financial and social issues, both nationally and internationally. This implies a capacity to provide additional strength, diversity of views and up-to-date perceptions to the Board and its deliberations. It is the mandate of the Corporate Governance and Nominating Committee to identify and recommend qualified candidates for the Board. In assessing whether identified candidates are suitable for the Board, the Corporate Governance and Nominating Committee considers: (i) the competencies and skills considered necessary for the Board as a whole; (ii) the competencies and skills that the existing directors possess and the competencies and skills nominees will bring to the Board; and (iii) whether nominees can devote sufficient time and resources to his or her duties as a member of the Board. Potential candidates for membership on the Board will not be denied consideration by reason of race, sex, religion or affiliation with some special constituency group, nor will any candidate be selected solely for such reason.

In addition, the Corporate Governance and Nominating Committee assesses the participation, contribution and effectiveness of the individual members of the Board on an annual basis. All members of the Corporate Governance and Nominating Committee are independent in accordance with the mandate of the Corporate Governance and Nominating Committee.

Compensation

The Board has established a Compensation Committee comprised of Andrew Strong (Chair) and Chandrakant Panchal, all of whom are independent directors within the meaning of Section 1.4 of National Instrument 52-110 - *Audit Committees*. The Compensation Committee is responsible for reviewing and making recommendations to the Board regarding the corporate goals and objectives, performance and compensation of the Chief Executive Officer and other senior executive officers on an annual basis and evaluates the performance of the Chief Executive Officer and other senior executive officers. In addition, the Compensation Committee is responsible for making recommendations to the Board with respect to the compensation policies for the non-employee directors. The Compensation Committee also reviews and makes recommendations regarding annual bonus policies for employees, the incentive-compensation plans and equity-based plans for the Corporation and reviews executive compensation disclosure before the Corporation publicly discloses this information.

Relevant Education and Experience

The following describes the education and experience of each compensation committee member that is relevant in the performance of his responsibilities as a compensation committee member:

Andrew Strong – Director - Mr. Strong has been a partner at Pillsbury Winthrop Shaw Pittman since 2015 and leads the Life Sciences Team (Houston, TX). Mr. Strong has represented numerous Fortune 500 clients as well as public universities, and state and local government entities in federal and state court litigation and regulatory proceedings. From 2009 to 2011 Mr. Strong served as the General Counsel and Compliance Officer for the Texas A&M University System where he led efforts to secure a multi-billion dollar federal contract to serve as a first line of defense for influenza pandemics and biological threats. As part of that effort, he led the formation of a state-owned biomanufacturing company (Kalon Biotherapeutics) and was subsequently appointed CEO of Kalon that would develop and manufacture biologics for clinical and commercial supply for pharmaceutical and biotech companies. In addition to raising capital, Mr. Strong oversaw the successful sale, in 2014, of Kalon to a subsidiary of FUJIFILM Corporation and Mitsubishi Corporation. Mr. Strong has a J.D., Law from South Texas College of Law. Mr. Strong is a Director and Chair of the Compensation Committee for Ashford Hospitality Prime which is listed on the NYSE.

Chandrakant Panchal – Lead Independent Director - Dr. Panchal is the Founder of Axcelon Biopolymers Corp., a biotechnology company where he is Chairman, CEO and CSO. From 1989 to 1999 he was Co-Founder, President, and CEO of Procyon Biopharma Inc., which he took public on the TSXV in 1998 and later on TSX in 2000. Thereafter, Dr. Panchal was CSO at Procyon until its merger with Cellpep, Inc (2006). He was then Senior Executive VP of Business Development at the merged entity, Ambrilia Biopharma Inc. During his term at Procyon and Ambrilia, he led several licensing and M&A transactions with pharmaceutical and biotechnology companies relating to cancer and HIV drugs developed by the company. Dr. Panchal sits on multiple public company boards and was until recently, a board member of MaRS Innovation and Avivagen (TSXV:VIV). Dr. Panchal obtained a PhD in biochemical engineering from Western University.

Other Committees

Corporate Governance and Nominating Committee

The Board has established a corporate governance and nominating committee currently comprised of Dr. Chandrakant Panchal (Chair) and Mr. Andrew Strong, each of whom is independent within the meaning of Section 1.4 of National Instrument 52-110 - *Audit Committees*.

The purpose of our Corporate Governance and Nominating Committee is to:

- assist our Board in identifying prospective director nominees and recommend to our Board the director nominees for each annual meeting of shareholders;
- recommend members for each Board committee;
- ensure that our Board is properly constituted to meet its fiduciary obligations to the Corporation and its shareholders and that we follow appropriate governance standards;
- develop and recommend to our Board governance principles applicable to us;
- oversee the succession planning for senior management; and
- oversee the evaluation of our Board and management.

Audit Committee

The Board has established an audit committee currently comprised of Albert Beraldo (Chair), Chandrakant Panchal and Andrew Strong.

For further information regarding the audit committee, see the annual information form (the “AIF”) of the Corporation dated June 15, 2017 for the year ended March 31, 2017, under the heading “Audit Committee Information”. A copy of AIF can be found on SEDAR at www.sedar.com, however we will promptly provide a copy of this document to any securityholder of the Corporation free of charge upon request.

Committee Composition

Assuming Mr. William W. Li is elected as director at the Meeting, the Board may determine to reconstitute one or more committees of the Board to include Mr. Li.

Assessments

It is the Board’s mandate, in conjunction with the Corporate Governance and Nominating Committee, to assess the participation, contributions and effectiveness of the Chair and the individual members of the Board on an annual basis. The Board also monitors the effectiveness of the Board and its committees and the actions of the Board as viewed by the individual directors and senior management.

The Board has developed a formal questionnaire to be completed by each director on an annual basis for the purpose of formally assessing the effectiveness of the Board as a whole, committees of the Board, and the contribution of individual directors. These questionnaires, and the issues arising therefrom, are intended to be reviewed and assessed by the Lead Director on an annual basis or more frequently from time to time as the need arises. The Lead Director takes appropriate action as required based on the results obtained.

Director Term Limits and Other Mechanisms of Board Renewal

The Board has not adopted term limits for directors or other mechanisms of board renewal at this time as it believes that the imposition of director term limits or other mechanisms of board renewal on a board implicitly discounts the value of experience and continuity amongst the board members and runs the risk of excluding experienced and potentially valuable board members as a result of arbitrary determination. The Board believes that it can best strike a balance between continuity and fresh perspectives without mandated term limits or other mechanisms of board renewal.

Diversity

The Corporate Governance and Nominating Committee takes diversity, including diversity of experience, perspective, education, race and gender, into consideration as part of its overall recruitment and selection process in respect of its Board and management. The Corporation does not have a formal policy on the representation of women on the Board or management of the Corporation. The Board does not believe that a formal policy will necessarily result in the identification or selection of the best candidates. As such, the Corporation does not see any meaningful value in adopting a formal policy in this respect at this time as it does not believe that it would further enhance gender diversity beyond the current recruitment and selection process carried out by the Corporate Governance and Nominating Committee. However, the Board is mindful of the benefit of diversity on the Board and management of the Corporation and the need to maximize the effectiveness of the Board and management and their respective decision-making abilities.

The Corporate Governance and Nominating Committee believes that having a diverse Board and management team offers a depth of perspective and enhances Board and management operations. The Corporate Governance and Nominating Committee does not specifically define diversity, but values diversity of experience, perspective, education, race and gender as part of its overall annual evaluation of director nominees for election or re-election as well as candidates for management positions. Recommendations concerning director nominees are, foremost, based on merit and performance, but diversity is taken into consideration, as it is beneficial that a diversity of backgrounds, views and experiences be present at the Board and management levels.

In addition, in searches for new directors or officers, the Corporate Governance and Nominating Committee will consider the level of female representation and diversity on the Board and in management and this will be one of several factors used in its search process. This will be achieved through continuously monitoring the level of female representation on the Board and in management positions and, where appropriate, recruiting qualified female candidates as part of the Corporation's overall recruitment and selection process to fill Board or management positions, as the need arises, through vacancies, growth or otherwise.

The Board has not adopted targets regarding the representation of women on the Board and in executive officer positions due to the small size of the Corporation and the need to consider a balance of criteria in each individual appointment. It is important that each appointment to the Board or in executive officer positions be made, and be perceived as being made, on the merits of the individual and the needs of the Corporation at the relevant time. In addition, targets based on specific criteria such as gender could limit the Board's ability to ensure that the overall composition of the Board or management of the Corporation meets the needs of the Corporation. Currently two (50%) of the executive officers of the Corporation are women, and one (20%) director is a woman.

APPENDIX B

MANDATE OF THE BOARD OF DIRECTORS

Purpose

The board of directors (the “Board”) of Medicenna Therapeutics Corp. (the “Corporation”) is responsible for the proper stewardship of the Corporation. The Board is mandated to represent the shareholders to select the appropriate Chief Executive Officer (“CEO”), assess and approve the strategic direction of the Corporation, ensure that appropriate processes for risk assessment, management and internal control are in place, monitor management performance against agreed bench marks, and assure the integrity of financial reports.

Membership and Reporting

1. A majority of the directors of the Board will be “independent” as defined by National Instrument 58-101 — Disclosure of Corporate Governance Practices (“NI 58-101”) and applicable stock exchange rules. The Board will have no more than the maximum set out in the Corporation’s articles and by-laws, which maximum number the Board will reassess from time to time having consideration for the particular needs of the Corporation.
2. Appointments to the Board will be reviewed on an annual basis. The Corporate Governance and Nominating Committee, in consultation with the CEO, is responsible for identifying and recommending new nominees with appropriate skills to the Board.
3. The Board will report to the shareholders of the Corporation.

Terms of Reference

Meetings

1. The Board will meet as required, but at least once quarterly.
2. The independent directors will meet as required, without the non-independent directors and members of management, but at least twice annually.

Meeting Preparation and Attendance

3. In connection with each meeting of the Board and each meeting of a committee of the Board of which a director is a member, each director will:
 - a. review thoroughly the materials provided to the directors in connection with the meeting and be adequately prepared for the meeting; and
 - b. attend each meeting in person, by phone or by video-conference depending on the format of the meeting, to the extent practicable.

Corporate Planning and Performance

4. The Board will:

- a. adopt a strategic planning process and approve a strategic plan each year; and
- b. approve and monitor the operational plans and budgets of the Corporation submitted by management at the beginning of each fiscal year.

In establishing corporate performance objectives, the Board will:

- a. ensure that it has adequate opportunity and information available to it to gain knowledge of the business and the industry sufficient to make fully informed decisions and to adopt meaningful and realistic long-term and short-term strategic objectives for the Corporation. This may include the opportunity for the Board to meet from time to time with industry, medical and scientific experts in related fields of interest;
- b. ensure that effective policies and processes are in place relating to the proper conduct of the business, the effective management of risk and the values to be adopted by the Corporation; and
- c. if applicable, ensure that appropriate and effective environmental and occupational health and safety policies are in place, are operational and are supported by adequate resources.

The Board will:

- a. ensure the integrity of the Corporation's financial reporting and internal control and disclosure policies and processes;
- b. review the Corporation's quarterly and year-end audited financial statements;
- c. review annual audit plans and findings and monitor the implementation of audit recommendations;
- d. ensure that the Board has available to it any independent external advice that may be required from time to time; and
- e. implement, or delegate the implementation of measures for receiving feedback from stakeholders.

Risk Management and Ethics

5. The Board will:

- a. ensure that the business of the Corporation is conducted in compliance with applicable laws and regulations and according to the highest ethical standards;
- b. identify and document the financial risks and other risks that the Corporation faces in the course of its business and ensure that such risks are appropriately managed; and
- c. adopt a disclosure policy.

Shareholder Communication

6. The Board will ensure that effective communication and disclosure policies are in place between the Board and the Corporation's shareholders, other stakeholders and the public. The Board will determine, from time to time, the appropriate criteria against which to evaluate performance against shareholder expectations and will set corporate strategic goals and objectives within this context.

The Board will regularly review its criteria for the evaluation of shareholder expectations to ensure that they remain relevant to changing circumstances.

Supervision of Management

7. The Board will:
 - a. to the extent feasible, satisfy itself as to the integrity of the CEO and other executive officers and that all such officers are creating a culture of integrity throughout the Corporation;
 - b. ensure that the CEO is appropriately managing the business of the Corporation;
 - c. ensure appropriate succession planning is in place (including appointing, training and monitoring senior management), in particular with respect to the CEO position;
 - d. establish corporate objectives for the CEO annually and evaluate the performance of the CEO against these corporate objectives;
 - e. consider and approve major business initiatives and corporate transactions proposed by management; and
 - f. ensure the Corporation has internal control and management information systems in place.

Management of Board Affairs

8. The Board will:
 - a. ensure that an appropriate governance structure is in place, including a proper delineation of roles and clear authority and accountability among the Board, Board committees, the CEO and the Chief Financial Officer (or its functional equivalent);
 - b. develop a process for the orientation and education of new members of the Board;
 - c. support continuing education opportunities for all members of the Board;
 - d. in conjunction with the Corporate Governance and Nominating Committee, assess the participation, contributions and effectiveness of the Chair of the Board, and individual Board members on an annual basis;
 - e. monitor the effectiveness of the Board and its committees and the actions of the Board as viewed by the individual directors and senior management;
 - f. ensure that Board meetings operate effectively, agendas are focused on the governance role of the Board, and that the Board is able to function independently of management when required;
 - g. ensure that effective governance policies are in place regarding the conduct of individual directors and employees, including but not limited to, policies relating to insider trading and confidentiality and conflict of interest;
 - h. establish the committees of the Board it deems necessary or as required by applicable law to assist it in the fulfillment of its mandate; and
 - i. disclose on an annual basis the mandate, composition of the Board and its committees.

APPENDIX C
CONTINUANCE RESOLUTION

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the continuance of Medicenna Therapeutics Corp. (the “Corporation”) into the federal jurisdiction of Canada be and is hereby authorized and approved;
2. the Corporation is hereby authorized to make application to the Director under the *Canada Business Corporations Act* (the “CBCA”), pursuant to Section 187 of the CBCA, for a certificate of continuance, continuing the Corporation as if it had been incorporated under the CBCA, under the name “Medicenna Therapeutics Corp.”;
3. the articles of continuance of the Corporation forming part of the said application for continuance shall be substantially in the form attached as Appendix “F” to the management information circular of the Corporation dated August 22, 2017 and, upon the issuance of a certificate of continuance continuing the Corporation under the CBCA, the articles of the Corporation shall be replaced in their entirety by the said articles of continuance;
4. the application by the Corporation to the Alberta Corporate Registry for an authorization for the continuance of Corporation pursuant to Section 189(1) of the *Business Corporations Act* (Alberta) is hereby authorized and approved;
5. the directors of the Corporation are authorized to abandon the foregoing applications at any time without further approval of the shareholders; and
6. any officer or director of the Corporation is authorized and directed for and on behalf of the Corporation to execute and deliver all documents as are necessary or desirable to the Director under the CBCA and the Alberta Corporate Registry and to execute all documents and to do all such acts and things as in the opinion of such person may be necessary or desirable to carry out the foregoing.

APPENDIX D
REPORTING PACKAGE

[SEE ATTACHED]

MEDICENNA THERAPEUTICS CORP.

NOTICE OF CHANGE OF AUDITOR

TO: KPMG LLP
Davidson & Company LLP

AND TO: Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

Re: Notice Regarding Change of Auditor Pursuant to Section 4.11 of National Instrument 51-102 – Continuous Disclosure Obligations (“**NI 51-102**”)

Dear Sirs/Mesdames:

Medicenna Therapeutics Corp. (the “**Corporation**”) hereby gives notice that KPMG LLP (the “**Former Auditor**”) has resigned effective June 15, 2017 and that Davidson & Company LLP (the “**Successor Auditor**”) has been appointed as the Corporation’s auditor effective June 15, 2017 until the next annual meeting of the Corporation.

The resignation of the Former Auditor and the appointment of the Successor Auditor have been approved by the Audit Committee and the Board of Directors of the Corporation.

There have been no modified opinions expressed in the most recently issued Former Auditor’s report, being the Former Auditor’s report on the Corporation’s financial statements relating to the period commencing from the date of incorporation of the Corporation on February 2, 2015 to December 31, 2015. There have been no “reportable events” as such term is defined in NI 51-102.

Dated this 15th day of June 2017.

MEDICENNA THERAPEUTICS CORP.

By: /s/ Fahar Merchant
Name: Fahar Merchant
Title: President and Chief Executive Officer



KPMG LLP
205 5th Avenue SW
Suite 3100
Calgary AB
T2P 4B9
Telephone (403) 691-8000
Fax (403) 691-8008
www.kpmg.ca

To Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

June 15, 2017

Dear Sir/Madam

Re: Notice of Change of Auditors of Medicenna Therapeutics Corp.

We have read the Notice of Medicenna Therapeutics Corp. dated June 15, 2017 and are in agreement with the statements contained in such Notice.

Yours very truly,

A handwritten signature in black ink that reads 'KPMG LLP' in a cursive, stylized font.

Chartered Professional Accountants

Calgary, Canada

June 15, 2017

British Columbia Securities Commission
PO Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC
V7Y 1L2

Ontario Securities Commission
20 Queen Street West, 19th Floor, Box 55
Toronto Ontario
M5H 3S8

Alberta Securities Commission
600, 250 – 5th Street S.W.
Calgary, AB
T2P 0R4

Dear Sirs / Mesdames:

Re: Medicenna Therapeutics Corp. (the "Company")
Notice Pursuant to NI 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated June 15, 2017, and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

“DAVIDSON & COMPANY LLP”

DAVIDSON & COMPANY LLP
Chartered Professional Accountants



APPENDIX E
2017 STOCK OPTION PLAN

[SEE ATTACHED]

MEDICENNA THERAPEUTICS CORP.
2017 STOCK OPTION PLAN

1. **PURPOSE OF THE PLAN**

1.1 The purpose of the Plan is to attract, retain and motivate persons of training, experience and leadership as key service providers to the Corporation and its Subsidiaries, including their directors, officers and employees, and to advance the interests of the Corporation by providing such persons with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.

2. **DEFINED TERMS**

Where used herein, the following terms shall have the following meanings, respectively:

2.1 “**Board**” means the board of directors of the Corporation;

2.2 “**Change of Control**” means

- (a) the acquisition by any Person or Persons acting jointly or in concert (as determined by the *Securities Act* (Ontario)), whether directly or indirectly, of beneficial ownership of voting securities of the Corporation that, together with all other voting securities of the Corporation held by such Persons, constitute in the aggregate more than 50% of all of the then outstanding voting securities of the Corporation;
- (b) an amalgamation, arrangement, consolidation, share exchange, take-over bid or other form of business combination of the Corporation with another Person that results in the holders of voting securities of that other Person holding, in the aggregate, more than 50% of all outstanding voting securities of the Person resulting from the business combination;
- (c) the sale, lease, exchange or other disposition of all or substantially all of the property of the Corporation or any Corporate Group entity to another Person, other than (i) in the ordinary course of business of the Corporation or any Corporate Group entity, or (ii) to the Corporation or any Corporate Group entity;
- (d) a resolution is adopted to wind-up, dissolve or liquidate the Corporation except in connection with the distribution of assets of the Corporation to a Person that was a Corporate Group entity prior to such event;
- (e) any transaction at any time and by whatever means pursuant to which the Corporation goes out of existence by any means, except for any corporate transaction or reorganization in which the proportionate voting power among holders of securities of the entity resulting from such corporate transaction or reorganization is substantially the same as the proportionate voting power of such holders of Corporation voting securities immediately prior to such corporate transaction or reorganization; or
- (f) as a result of, or in connection, with: (i) a contested election of directors of the Corporation, or (B) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisitions involving Corporation or any Corporate Group entity and another Person, the nominees named in the most recent management information circular of the Corporation for election to the Board shall not constitute a majority of the Board.

Notwithstanding the foregoing, a transaction or a series of related transactions will not constitute a Change of Control if such transaction(s) result(s) in the Corporation or Corporate Group entity, or any successor to the Corporation’s or Corporate Group entity’s respective business, being controlled, directly or indirectly, by the same Person or Persons who controlled the Corporation or the Corporate Group entity, respectively, directly or indirectly, immediately before such transaction(s).

- 2.3 **“Committee”** means the compensation committee of the Board (being currently the Compensation Committee);
- 2.4 **“Corporation”** means Medicenna Therapeutics Corp. and includes any successor corporation thereto;
- 2.5 **“Corporate Group”** means any of the Corporation’s subsidiaries, related and affiliated corporations, limited partnerships and other business entities and includes any successor corporations or entities thereto;
- 2.6 **“Eligible Person”** means:
- (i) a director, officer, employee or Service Provider of the Corporation or any Related Entity (an **“Eligible Individual”**); or
 - (ii) a permitted assign (a **“Permitted Assign”**) as such term is defined in NI 45-106 in respect of the Eligible Individual, and includes (a) spouse of the Eligible Individual, (a) a trustee, custodian or administrator acting on behalf of, or for the benefit of, the Eligible Individual or his or her spouse, (b) a holding entity (as such term is defined in NI 45-106) of the Eligible Individual or his or her spouse, or (c) an RRSP, RRIF or TFSA of the Eligible Individual or his or her spouse, and , in the case of Eligible Individuals who are resident outside of Canada or are otherwise subject to the applicable laws outside of Canada, those Persons who are permitted assigns pursuant to such laws;
- 2.7 **“Insider”** has the meaning set forth in the applicable rules of the TSX;
- 2.8 **“Market Price”** at any date in respect of the Shares means the closing sale price of such Shares on the TSX on the trading day immediately preceding such date. In the event that such Shares did not trade on such trading day, the Market Price shall be the average of the bid and ask prices in respect of such Shares at the close of trading on such trading day. If no quotation is made for the applicable day, the Market Price on such day shall be determined in the manner set forth in the preceding sentence for the next preceding trading day. Notwithstanding the foregoing, if there is no reported closing price or high bid/low asked price that satisfies the preceding sentences, the Market Price on any day shall be determined by such methods and procedures as shall be established from time to time by the Committee;
- 2.9 **“NI 45-106”** means National Instrument 45-106: *Prospectus Exemptions*;
- 2.10 **“Option”** means an option to purchase Shares granted to an Eligible Individual under the Plan;
- 2.11 **“Option Price”** means the price per Share at which Shares may be purchased under an Option, as the same may be adjusted from time to time in accordance with Article 9 hereof;
- 2.12 **“Optionee”** means an Eligible Individual to whom an Option has been granted (or Permitted Assign, if applicable) and who continues to hold such Option;
- 2.13 **“Person”** means an individual, partnership, limited partnership, corporation, limited liability company, trust, joint venture, unincorporated association, or other entity or association;
- 2.14 **“Plan”** means this Stock Option Plan, as the same may be further amended or varied from time to time;
- 2.15 **“Related Entity”** means the Corporation, a Person that controls or is controlled by the Corporation or that is controlled by the same Person that controls the Corporation;
- 2.16 **“RRIF”** means a registered retirement income fund as defined in the *Income Tax Act* (Canada);
- 2.17 **“RRSP”** means a registered retirement savings plan as defined in the *Income Tax Act* (Canada);
- 2.18 **“Service Provider”** means a consultant as such term is defined in NI 45-106 and includes a service provider as such term is defined in clause 613(b) of the TSX Company Manual;

2.19 “**Shares**” means the common shares of the Corporation or, in the event of an adjustment contemplated by Article 9 hereof, such other shares or securities to which an Optionee may be entitled upon the exercise of an Option as a result of such adjustment;

2.20 “**Subsidiaries**” has the meaning set forth in NI 45-106;

2.21 “**TFSA**” means a tax-free savings account as described in the *Income Tax Act* (Canada); and

2.22 “**TSX**” means the Toronto Stock Exchange.

3. ADMINISTRATION OF THE PLAN

3.1 The Plan shall be administered by the Committee under the supervision of the Board.

3.2 The Committee shall recommend to the Board, and the Board shall have the power, where consistent with the general purpose and intent of the Plan and subject to the specific provisions of the Plan and the rules of the TSX:

- (a) to establish policies and to adopt rules and regulations for carrying out the purposes, provisions and administration of the Plan;
- (b) to interpret and construe the Plan and to determine all questions arising out of the Plan or any Option, and any such interpretation, construction or determination made by the Committee shall be final, binding and conclusive for all purposes;
- (c) to determine the number of Shares covered by each Option;
- (d) to determine the Option Price of each Option;
- (e) to determine the time or times when Options will be granted and exercisable;
- (f) to determine if the Shares which are issuable on the exercise of an Option will be subject to any restrictions upon the exercise of such Option; and
- (g) to prescribe the form of the instruments relating to the grant, exercise and other terms of Options.

3.3 Except as provided in this Section 3.3 and subject to Section 5.7, no member of the Committee shall, during the currency of his or her membership on the Committee, be entitled to participate in the Plan. A member of the Committee may be entitled to participate in the Plan only if an Option is granted, and the terms and provisions thereof determined, by the Board without such member of the Committee participating in any way whatsoever in the granting of an Option to, or the determinations made with respect to, such member of the Committee or to such Option; and the Board shall, with respect to such member of the Committee, be vested with all power and authority otherwise granted to the Committee pursuant to the Plan and the term “Committee” as used herein shall mean the Board for such purposes.

The Committee may, in its discretion, require as conditions to the grant or exercise of any Option that the Optionee shall have:

- (a) represented, warranted and agreed in form and substance satisfactory to the Corporation that he or she is acquiring and will acquire such Option and the Shares to be issued upon the exercise thereof or, as the case may be, is acquiring such Shares, for his or her own account, for investment and not with a view to or in connection with any distribution, that he or she has had access to such information as is necessary to enable him or her to evaluate the merits and risks of such investment and that he or she is able to bear the economic risk of holding such Shares for an indefinite period;

- (b) agreed to restrictions on transfer in form and substance satisfactory to the Corporation and to an endorsement on any option agreement on certificate representing the Shares making appropriate reference to such restrictions; and
- (c) agreed to indemnify the Corporation in connection with the foregoing.

3.4 Any Option granted under the Plan shall be subject to the requirement that, if at any time counsel to the Corporation shall determine that the listing, registration or qualification of the Shares subject to such Option upon any securities exchange or under any law or regulation of any jurisdiction, or the consent or approval of any securities exchange or any governmental or regulatory body, is necessary as a condition of, or in connection with, the grant or exercise of such Option or the issuance or purchase of Shares thereunder, such Option may not be accepted or exercised in whole or in part unless such listing, registration, qualification, consent or approval shall have been effected or obtained on conditions acceptable to the Committee. Nothing herein shall be deemed to require the Corporation to apply for or to obtain such listing, registration, qualification, consent or approval.

4. **SHARES SUBJECT TO THE PLAN**

4.1 Subject to adjustment as provided in Article 9 hereof, the Shares to be offered under the Plan shall consist of the Corporation's authorized but unissued Shares. The aggregate number of Shares issuable upon the exercise of all Options granted under the Plan and under all other share compensation arrangements shall not exceed 15% of the issued and outstanding Shares as at the date of grant of each Option under the Plan. If any Option granted hereunder shall expire, terminate for any reason in accordance with the terms of the Plan or be exercised, Shares subject thereto shall again be available for the purpose of this Plan.

5. **ELIGIBILITY; GRANT; and TERMS OF OPTIONS**

5.1 Options may be granted to any Eligible Individuals in accordance with Section 5.2 hereof.

5.2 Options may be granted by the Corporation pursuant to the recommendations of the Committee from time to time provided and to the extent that such decisions are approved by the Board.

5.3 Subject as herein and otherwise specifically provided in this Article 5, the number of Shares subject to each Option, the Option Price of each Option, the expiration date of each Option, the extent to which each Option is exercisable from time to time during the term of the Option and other terms and conditions relating to each such Option shall be determined by the Committee and recommended to the Board.

5.4 In the event that no specific determination is made by the Committee with respect to any of the following matters, each Option shall, subject to any other specific provisions of the Plan, contain the following terms and conditions:

- (a) the term during which an Option shall be exercisable shall be 10 years from the date the Option is granted to the Optionee; and
- (b) the Shares covered by the Option shall vest as follows: 50% on the first anniversary of the grant, 25% on the second anniversary of the grant and 25% on the third anniversary of the grant. Any or all Shares that have vested may be purchased during the term of the Option.

5.5 Subject to any adjustments pursuant to the provisions of Article 9 hereof, the Option Price of any Option shall be in no circumstances lower than the Market Price on the date of which the grant of the Option is approved by the Board. Notwithstanding the foregoing, in the event that the Shares are not listed on any stock exchange on the date on which the grant of an Option is approved by the Board, the Option Price for such Option shall be determined by the Board. If, as and when any Shares have been duly purchased and paid for under the terms of an Option, such Shares shall be conclusively deemed allotted and issued as fully paid non-assessable Shares at the price paid therefor.

5.6 No Options shall be granted to any Optionee if the total number of Shares issuable to such Optionee under this Plan, together with any Shares issuable to such Optionee under options for services or any other share compensation arrangement, would exceed 5% of the issued and outstanding Shares at the date of grant.

5.7 An Option is personal to the Optionee and non-assignable (whether by operation of law or otherwise), except as provided for herein. Upon any attempt to transfer, assign, pledge, hypothecate or otherwise dispose of an Option contrary to the provisions of the Plan, or upon the levy of any attachment or similar process upon an Option, the Option shall, at the election of the Corporation, cease and terminate and be of no further force or effect whatsoever. Notwithstanding the foregoing restrictions, Options may be transferred or assigned between an Eligible Individual and the related Permitted Assign provided the assignor delivers notice to the Corporation prior to the assignment substantially in the form of Schedule B attached hereto.

5.8 The following Insider participation limits shall apply:

- (a) The number of Shares issuable to Insiders, at any time, pursuant to the Plan and other share compensation arrangements shall not exceed 10% of the issued and outstanding Shares (on a non-diluted basis); and
- (b) The number of Shares issued to Insiders, within a one-year period, pursuant to the Plan and other share compensation arrangements shall not exceed 10% of the issued and outstanding Shares (on a non-diluted basis).

6. TERMINATION OF EMPLOYMENT AND DEATH

6.1 Subject to Sections 6.2 and 6.3 hereof and to any express resolution passed by the Board with respect to an Option, an Option and all rights to purchase Shares pursuant thereto shall expire and terminate immediately upon the Optionee who holds such Option ceasing to be an Eligible Person.

6.2 If, before the expiry of an Option in accordance with the terms thereof, an Optionee shall cease to be an Eligible Person (an “**Event of Termination**”) for any reason other than his or her resignation or the termination for “cause” of his or her employment with the Corporation or any Related Entity, or his or her resignation or failure to be re-elected as a director of the Corporation or any Related Entity, then the Optionee may:

- (a) exercise the Option to the extent that he or she was entitled to do so at the time of such Event of Termination, at any time up to and including, but not after, a date that is three (3) months (or such other period as may be determined by the Board in its sole discretion) following the date of such Event of Termination, or prior to the close of business on the expiration date of the Option, whichever is earlier; and
- (b) with the prior written consent of the Board or the Committee, which consent may be withheld in the Board’s sole discretion, exercise a further Option at any time up to and including, but not after, a date that is three (3) months (or such other period as may be determined by the Board in its sole discretion) following the date of such Event of Termination, or prior to the close of business on the expiration date of the Option, whichever is earlier, to purchase all or any of the Shares as the Board or the Committee may designate but not exceeding the number of Shares the Optionee would have otherwise been entitled to purchase pursuant to the Option had the Optionee’s status as an Eligible Person been maintained for the term of the Option.

6.3 Subject to Section 6.2, if an Optionee dies before the expiry of an Option in accordance with the terms thereof, the Optionee’s legal representative(s) may, subject to the terms of the Option and the Plan:

- (a) exercise the Option to the extent that the Optionee was entitled to do so at the date of his or her death at any time up to and including, but not after, a date one year following the date of death of the Optionee, or prior to the close of business on the expiration date of the Option, whichever is earlier; and

- (b) with the prior written consent of the Board or the Committee, which consent may be withheld in the Board's sole discretion, exercise a further Option at any time up to and including, but not after, a date one year following the date of death of the Optionee, or prior to the close of business on the expiration date of the Option, whichever is earlier, to purchase all or any of the Shares as the Board or the Committee may designate but not exceeding the number of Shares the Optionee would have otherwise been entitled to purchase had the Optionee survived.

6.4 For greater certainty, Options shall not be affected by any change of employment of the Optionee or by the Optionee ceasing to be a director of the Corporation provided that the Optionee continues to be an Eligible Person.

6.5 For the purposes of this Article 6, a determination by the Corporation that an Optionee was discharged for "cause" shall be binding on the Optionee; provided, however, that such determination shall not be conclusive of the Optionee's potential entitlement to damages for the loss of the right to exercise an Option in the event that a court of competent jurisdiction ultimately determines that the discharge was without "cause".

6.6 For the purposes of this Article 6 or Article 8, the date of Event of Termination or Termination Date in the case of termination of employment with the Corporation or any Related Entity shall be the last day upon which the employee provide services to the Corporation or Related Entity, as the case may be, at its premises and not the last day upon which the Corporation or Related Entity pays wages or salaries in lieu of notice of termination, statutory, contractual or otherwise.

6.7 If the Optionee is a Permitted Assign, the references to the Optionee in this Article 6 shall be deemed to refer to the Eligible Individual associated with the Permitted Assign.

7. EXERCISE OF OPTIONS

7.1 Subject to the provisions of the Plan, an Option may be exercised from time to time by delivery to the Corporation at its registered office of a written notice of exercise addressed to the Secretary of the Corporation specifying the number of Shares with respect to which the Option is being exercised and, subject to Section 7.4 hereof, accompanied by payment in full, by cash or cheque, of the aggregate Option Price of the Shares then being purchased. Certificates for such Shares shall be issued and delivered to the Optionee within a reasonable time following the receipt of such notice and payment.

7.2 Notwithstanding any of the provisions contained in the Plan or in any Option, the Corporation's obligation to issue Shares to an Optionee pursuant to the exercise of any Option shall be subject to:

- (a) completion of such registration or other qualification of such Shares or obtaining approval of such governmental or regulatory authority as the Corporation shall determine to be necessary or advisable in connection with the authorization, issuance or sale thereof;
- (b) the administration of such Shares to listing on any stock exchange on which the Shares may then be listed;
- (c) the receipt from the Optionee of such representations, warranties, agreements and undertakings, as the Corporation determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction; and
- (d) the satisfaction of any conditions on exercise prescribed pursuant to Section 3.4 hereof.

In this connection the Corporation shall, to the extent necessary, take all commercially reasonable steps to obtain such approvals, registrations, and qualifications as may be necessary for the issuance of such Shares in compliance with applicable securities laws and for the listing of such Shares on any stock exchange on which the Shares are then listed.

7.3 Options shall be evidenced by a share option agreement, instrument or certificate in such form not inconsistent with this Plan as the Committee may from time to time determine as provided for under Subsection 3.2(g), provided that the substance of Article 5 be included therein.

7.4 Any Optionee may elect to effect a cashless exercise of any or all of such Optionee's right under an Option. In connection with any such cashless exercise, the Optionee shall be entitled to receive, without any cash payment (other than the taxes required to be paid in connection with the exercise which must be paid by the Optionee to the Corporation in cash at the time of exercise), such number of whole Shares (rounded down to the nearest whole number) obtained pursuant to the following formula:

$$x = \frac{[a(b - c)]}{b}$$

where

- x = the number of whole Shares to be issued
- a = the number of Shares under Option
- b = the Market Price of the Shares on the date of the cashless exercise
- c = the Option Price of the Option

In connection with any such cashless exercise, the full number of Shares issuable (item (a) in the formula) shall be considered to have been issued for the purposes of the reduction in the number of Shares which may be issued under the Plan.

7.5 In the event that the expiry of an Option occurs during a blackout period imposed by management or the Board in accordance with the Corporation's insider trading policy, the expiry date of such Option shall be deemed to be amended to that date which is ten business days following the end of such blackout period (the "**Blackout Period Extension**").

7.6 If the Corporation is required under the *Income Tax Act* (Canada) or any other applicable law to remit to any governmental authority an amount on account of tax on the value of any taxable benefit associated with the exercise or disposition of Options by an Optionee, then the Optionee shall, concurrently with the exercise or disposition:

- (a) pay to the Corporation, in addition to the exercise price for the Options, if applicable, sufficient cash as is determined by the Corporation to be the amount necessary to fund the required tax remittance;
- (b) authorize the Corporation, on behalf of the Optionee, to sell in the market on such terms and at such time or times as the Corporation determines such portion of the Shares being issued upon exercise of the Options as is required to realize cash proceeds in the amount necessary to fund the required tax remittance; or
- (c) make other arrangements acceptable to the Corporation to fund the required tax remittance.

8. CHANGE OF CONTROL

8.1 In the event of a Change of Control, notwithstanding anything in the Plan to the contrary, if the employment of an Optionee is terminated by the Corporation or a Corporate Group entity without cause or if the Optionee resigns in circumstances constituting constructive dismissal by the Corporation or the Corporate Group entity, respectively, in each case, within twelve months (or such other period as determined by the Board in its sole discretion) following a Change of Control with respect to the Corporation or the Corporate Group entity, respectively (such date being the "**Termination Date**"), all or any of the Optionee's Options will vest immediately prior to the Termination Date (or such later period as determined by the Board in its sole discretion), subject to any performance conditions which shall be dealt with at the discretion of the Board. All vested Options may be exercised until 90 days (or such other period as may be determined by the Board in its sole discretion) following the Termination Date (but until the normal expiry date of the Option rights of such Optionee, if earlier). Upon the

expiration of such period, all unexercised Option rights of that Optionee shall immediately become terminated and shall lapse notwithstanding the original term of the Option granted to such Optionee under the Plan.

8.2 In the event of a Change of Control, notwithstanding anything in the Plan to the contrary, any surviving, successor or acquiring entity will assume any outstanding Options or will substitute similar awards for the outstanding Options. If the surviving, successor or acquiring entity is a “private issuer” (as such term is defined in NI 45-106”) or does not have any securities listed on an established securities exchange, does not assume the outstanding Options or substitute similar awards for the outstanding Options, or if the Board otherwise determines in its sole discretion and subject to the rules of the TSX, the Corporation will give written notice to all Optionees advising that the Plan will be terminated effective immediately prior to the Change of Control and all Options will be deemed to be vested Options, and may provide for the exercise of Options and tender of Shares in connection with the Change of Control and may otherwise provide for the cash out or termination of Options that are not exercised within a specified period of time.

9. CERTAIN ADJUSTMENTS

9.1 Subject to the provisions of Article 10, in the event of any subdivision or redivision of the Shares into a greater number of Shares at any time after the grant of an Option to any Optionee and prior to the expiration of the term of such Option, the Corporation shall deliver to such Optionee at the time of any subsequent exercise of his or her Option in accordance with the terms hereof, in lieu of the number of Shares to which he or she was theretofore entitled upon such exercise, but for the same aggregate consideration payable therefor, such number of Shares as such Optionee would have held as a result of such subdivision or redivision if, on the record date thereof, the Optionee had been the registered holder of the number of Shares to which he or she was theretofore entitled upon such exercise.

9.2 Subject to the provisions of Article 10, in the event of any consolidation of the Shares into a lesser number of Shares at any time after the grant of an Option to any Optionee and prior to the expiration of the term of such Option, the Corporation shall deliver to such Optionee at the time of any subsequent exercise of his or her Option in accordance with the terms hereof, in lieu of the number of Shares to which he or she was theretofore entitled upon such exercise, but for the same aggregate consideration payable therefor, such number of Shares as such Optionee would have held as a result of such consolidation if, on the record date thereof, the Optionee had been the registered holder of the number of Shares to which he or she was theretofore entitled upon such exercise.

9.3 Subject to the provisions of Article 8 and 10, if at any time after the grant of any Option to an Optionee and prior to the expiration of the term of such Option, (i) the Shares shall be reclassified, reorganized or otherwise changed, otherwise than as specified in Sections 9.1 and 9.2, (ii) the Corporation shall consolidate, merge or amalgamate with or into another corporation (the corporation resulting or continuing from such consolidation, merger or amalgamation being herein called the “**Successor Corporation**”), or (iii) the Corporation shall pay a stock dividend (other than any dividends in the ordinary course), the Optionee shall be entitled to receive upon the subsequent exercise of his or her Option in accordance with the terms hereof and shall accept in lieu of the number of Shares to which he or she was theretofore entitled upon such exercise but for the same aggregate consideration payable therefor, the aggregate number of shares of the appropriate class and/or other securities of the Corporation or the Successor Corporation (as the case may be) that the Optionee would have been entitled to receive as a result of such reclassification, reorganization or other change or as a result of such consolidation, merger, amalgamation or stock dividend, if on the record date of such reclassification, reorganization, other change, consolidation, merger, amalgamation or dividend payment, as the case may be, he or she had been the registered holder of the number of Shares to which he or she was theretofore entitled upon such exercise.

10. AMENDMENT OR DISCONTINUANCE OF THE PLAN

10.1 Subject to applicable regulatory requirements, including the rules of the TSX, and except as provided herein, the Board may, in its sole and absolute discretion and without shareholder approval, amend, suspend, terminate or discontinue the Plan and may amend the terms and conditions of Options granted pursuant to the Plan.

10.2 Without limiting the generality of the foregoing, the Board may make the following amendments to the Plan, without obtaining shareholder approval:

- (a) amendments to the terms and conditions of the Plan necessary to ensure that the Plan complies with the applicable regulatory requirements, including the rules of the TSX, in place from time to time;
- (b) amendments to the provisions of the Plan respecting administration of the Plan and eligibility for participation under the Plan;
- (c) amendments to the provisions of the Plan respecting the terms and conditions on which Options may be granted pursuant to the Plan, including the provisions relating to the term of the Option and the vesting schedule; and
- (d) amendments to the Plan that are of a “housekeeping” nature.

10.3 Notwithstanding anything to the contrary herein, the Board may not, without the approval of the Corporation’s shareholders, make amendments with respect to the following:

- (a) an increase to the Plan maximum or the number of securities issuable under the Plan;
- (b) reduction in the Option Price of an Option benefitting an Insider;
- (c) extension to the term of Options (other than as a result of a Blackout Period Extension) benefitting an Insider;
- (d) any amendment which would permit Options granted under the Plan to be transferable or assignable other than as set forth in Section 5.7 hereof and for normal estate settlement purposes;
- (e) changes to the Insider participation limits set out in Section 5.8; and
- (f) amendments to the Plan amendment provisions.

11. **MISCELLANEOUS PROVISIONS**

11.1 An Optionee shall not have any rights as a shareholder of the Corporation with respect to any of the Shares covered by such Option until the date of issuance of Shares upon the exercise of such Option, in full or in part, and then only with respect to the issued Shares. Without in any way limiting the generality of the foregoing, no adjustment shall be made for dividends or other rights for which the record date is prior to the date the Options are exercised.

11.2 Nothing in the Plan or any Option shall confer upon an Optionee any right to continue or be re-elected as a director of the Corporation or any right to continue in the employ of the Corporation or any Related Entity, or affect in any way the right of the Corporation or any Related Entity to terminate his or her employment at any time; nor shall anything in the Plan or any Option be deemed or construed to constitute an agreement, or an expression of intent, on the part of the Corporation or any Related Entity to extend the employment of any Optionee beyond the time which he or she would be normally be retired pursuant to the provisions of any present or future retirement plan of the Corporation or any Related Entity or any present or future retirement policy of the Corporation or any Related Entity, or beyond the time at which he or she would otherwise be retired pursuant to the provisions of any contract of employment with the Corporation or any Related Entity.

11.3 The Plan and all matters to which reference is made herein shall be governed by and interpreted in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

12. **SHAREHOLDER AND REGULATORY APPROVAL**

12.1 If applicable, the Plan shall be subject to ratification by the shareholders of the Corporation to be effected by a resolution passed at a meeting of the shareholders of the Corporation, and to acceptance by the TSX and any other relevant regulatory authority. Any Options granted prior to such ratification and acceptance shall be

conditional upon such ratification and acceptance being given and no such Options may be exercised unless and until such ratification and acceptance are given.

Schedule A

FORM OF OPTION AGREEMENT

Optionee:

Name

Address

Grant:

Maximum Number of Shares issuable upon exercise
of the Option

Option Price: \$ _____ per Share

Date of Grant: _____, 20__

Expiry Date: _____, 20__

Vesting Schedule:

Instalment	Date of Vesting (Milestone)	Number of Shares Vested	Cumulative Number of Shares Vested
<i>1</i>			
<i>2</i>			
<i>3</i>			

This Option Agreement is made under and is subject in all respects to the Medicenna Therapeutics Corp. 2017 Stock Option Plan (as the same may be supplemented and amended from time to time) (the "**Plan**"), and the Plan is deemed to be incorporated in and to be part of this Option Agreement. The Optionee is deemed to have notice of and to be bound by all of the terms and provisions of the Plan (as supplemented and amended), as if the Plan were set forth in full herein (including the restrictions on transfer of the Options and Shares issuable upon exercise thereof). In the event of any inconsistency between the terms of this Option Agreement and the Plan, the terms of this Option Agreement shall prevail to the extent that it is not inconsistent with the requirements of the TSX. The Plan contains certain provisions relating to

termination and transfer. All capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the Plan.

This Option Agreement evidences that the Optionee named above is entitled, subject to and in accordance with the Plan, to purchase up to but not more than the maximum number of Shares set out above at the Option Price set out above upon delivery of an exercise form as annexed hereto as Exhibit 1 duly completed and accompanied by certified cheque or bank draft for the aggregate Option Price.

This Option Agreement is not effective until countersigned on behalf of Medicenna Therapeutics Corp. and accepted by the Optionee.

Dated: _____, 20__

MEDICENNA THERAPEUTICS CORP.

By: _____

Name:

Title:

(Authorized Signatory)

Accepted: _____, 20__

Signature of Optionee

Exhibit 1
NOTICE OF EXERCISE

To exercise the Option, complete and return this form:

The undersigned Optionee or his or her legal representative(s) permitted under the Medicenna Therapeutics Corp. 2017 Stock Option Plan (as the same may be supplemented and amended from time to time) (the “**Plan**”) hereby irrevocably elects to exercise the Option for the number of Shares as set forth below:

- (a) Number of Options to be Exercised: _____
 - (b) Option Price per Share: _____
 - (c) Aggregate Purchase Price _____
- [(a) multiplied by (b)]:

and hereby tenders a certified cheque or bank draft for such aggregate Option Price, and directs such Shares to be issued and registered as directed below, all subject to and in accordance with the Plan. Unless they are otherwise defined herein, any defined terms used herein shall have the meaning ascribed to such terms in the Plan.

Dated: _____, 20 ____

Witness to the Signature of:)
)
) _____
) Name of Optionee
)
)
)
) _____
) Signature of Optionee
)

Direction as to Registration:

Name of Registered Holder

Address of Registered Holder

Schedule B

NOTICE OF TRANSFER

To transfer an Option, complete and return this form along with an original option agreement

The undersigned Optionee under the Medicenna Therapeutics Corp. 2017 Stock Option Plan (as the same may be supplemented and amended from time to time) (the “**Plan**”) hereby irrevocably elects to transfer the Option evidenced by the attached Option Agreement to the following person(s), each of whom the Optionee hereby certifies is a permitted transferee in accordance with Section 10.3 of the Plan (each an “**Eligible Transferee**”):

Direction as to Registration:

Name of Registered Holder

Address of Registered Holder

The undersigned Optionee hereby directs such Option(s) to be registered in the names of such Eligible Transferee(s). Unless they are otherwise defined herein, any defined terms used herein shall have the meaning ascribed to such terms in the Plan.

Dated: _____, 20__

Witness to the Signature of:

Name of Optionee

)
)
)
)
)
)
)

APPENDIX F
ARTICLES OF CONTINUANCE

[SEE ATTACHED]



**Canada Business Corporations Act (CBCA)
FORM 11
ARTICLES OF CONTINUANCE
(Section 187)**

1 - Corporate name

Medicenna Therapeutics Corp.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue

An unlimited number of Common shares and an unlimited number of Preferred shares.
See annexed Schedule 1 for share provisions.

4 - Restrictions, if any, on share transfers

None

5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)

Minimum number Maximum number

6 - Restrictions, if any, on the business the corporation may carry on

None

7 a) - If change of name effected, previous name

N/A

7 b) - Details of incorporation

Certificate of Incorporation dated February 2, 2015
Certificate of Amendment dated March 1, 2017

8 - Other provisions, if any

See annexed Schedule 2 for other provisions.

9 - Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the CBCA.

Print name	Signature

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

Schedule 1

The rights, privileges, restrictions and conditions attached to the Common shares and the Preferred shares shall be as follows:

1. Common shares, the holders of which are entitled:
 - (a) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
 - (b) to receive any dividend declared by the Corporation on this class of shares; provided that the Corporation shall be entitled to declare dividends on the Preferred shares, or on any of such classes of shares without being obliged to declare any dividends on the Common shares of the Corporation;
 - (c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other Common shares of the Corporation; and
 - (d) to the rights, privileges and restrictions normally attached to common shares;
2. Preferred shares, which as a class, have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) the Preferred shares may from time to time be issued in one or more series, and the Directors may fix from time to time before such issue the number of Preferred shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions;
 - (b) the Preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation amongst its shareholders for the purpose of winding up its affairs, be entitled to preference over the voting and non-voting Common shares and over any other shares of the Corporation ranking by their terms junior to the Preferred shares of that series. The Preferred shares of any series may also be given such other preferences, not inconsistent with these Articles over the Common shares and any other such Preferred shares as may be fixed in accordance with clause (2)(a); and
 - (c) if any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred shares are not paid in full, all series of Preferred shares shall participate rateably in respect of accumulated dividends and return of capital.

Schedule 2

Other provisions:

(a) The Directors may, between Annual General Meetings, appoint 1 or more additional Directors of the Corporation to serve until the next Annual General Meeting, but the number of additional Directors shall not at any time exceed $\frac{1}{3}$ of the number of Directors who held office at the expiration of the last Annual Meeting of the Corporation.

(b) Meetings of shareholders of the Corporation shall be held anywhere inside or outside of Canada that the directors determine.

APPENDIX G

SECTION 191 OF THE BUSINESS CORPORATIONS ACT (ALBERTA)

191(1) Subject to sections 192 and 242, a holder of shares of any class of a corporation may dissent if the corporation resolves to

- (a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue or transfer of shares of that class,
- (b) amend its articles under section 173 to add, change or remove any restrictions on the business or businesses that the corporation may carry on,
- (b.1) amend its articles under section 173 to add or remove an express statement establishing the unlimited liability of shareholders as set out in section 15.2(1),
- (c) amalgamate with another corporation, otherwise than under section 184 or 187,
- (d) be continued under the laws of another jurisdiction under section 189, or
- (e) sell, lease or exchange all or substantially all its property under section 190.

(2) A holder of shares of any class or series of shares entitled to vote under section 176, other than section 176(1)(a), may dissent if the corporation resolves to amend its articles in a manner described in that section.

(3) In addition to any other right the shareholder may have, but subject to subsection (20), a shareholder entitled to dissent under this section and who complies with this section is entitled to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the last business day before the day on which the resolution from which the shareholder dissents was adopted.

(4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the shareholder or on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.

(5) A dissenting shareholder shall send to the corporation a written objection to a resolution referred to in subsection (1) or (2)

- (a) at or before any meeting of shareholders at which the resolution is to be voted on, or
- (b) if the corporation did not send notice to the shareholder of the purpose of the meeting or of the shareholder's right to dissent, within a reasonable time after the shareholder learns that the resolution was adopted and of the shareholder's right to dissent.

(6) An application may be made to the Court after the adoption of a resolution referred to in subsection (1) or (2),

- (a) by the corporation, or
- (b) by a shareholder if the shareholder has sent an objection to the corporation under subsection (5),

to fix the fair value in accordance with subsection (3) of the shares of a shareholder who dissents under this section, or to fix the time at which a shareholder of an unlimited liability corporation who dissents under this section ceases to become liable for any new liability, act or default of the unlimited liability corporation.

(7) If an application is made under subsection (6), the corporation shall, unless the Court otherwise orders, send to each dissenting shareholder a written offer to pay the shareholder an amount considered by the directors to be the fair value of the shares.

(8) Unless the Court otherwise orders, an offer referred to in subsection (7) shall be sent to each dissenting shareholder

- (a) at least 10 days before the date on which the application is returnable, if the corporation is the applicant, or
- (b) within 10 days after the corporation is served with a copy of the application, if a shareholder is the applicant.

(9) Every offer made under subsection (7) shall

- (a) be made on the same terms, and
- (b) contain or be accompanied with a statement showing how the fair value was determined.

(10) A dissenting shareholder may make an agreement with the corporation for the purchase of the shareholder's shares by the corporation, in the amount of the corporation's offer under subsection (7) or otherwise, at any time before the Court pronounces an order fixing the fair value of the shares.

(11) A dissenting shareholder

- (a) is not required to give security for costs in respect of an application under subsection (6), and
- (b) except in special circumstances must not be required to pay the costs of the application or appraisal.

(12) In connection with an application under subsection (6), the Court may give directions for

- (a) joining as parties all dissenting shareholders whose shares have not been purchased by the corporation and for the representation of dissenting shareholders who, in the opinion of the Court, are in need of representation,
- (b) the trial of issues and interlocutory matters, including pleadings and questioning under Part 5 of the *Alberta Rules of Court*,
- (c) the payment to the shareholder of all or part of the sum offered by the corporation for the shares,
- (d) the deposit of the share certificates with the Court or with the corporation or its transfer agent,
- (e) the appointment and payment of independent appraisers, and the procedures to be followed by them,
- (f) the service of documents, and
- (g) the burden of proof on the parties.

(13) On an application under subsection (6), the Court shall make an order

- (a) fixing the fair value of the shares in accordance with subsection (3) of all dissenting shareholders who are parties to the application,
- (b) giving judgment in that amount against the corporation and in favour of each of those dissenting shareholders,
- (c) fixing the time within which the corporation must pay that amount to a shareholder, and
- (d) fixing the time at which a dissenting shareholder of an unlimited liability corporation ceases to become liable for any new liability, act or default of the unlimited liability corporation.

(14) On

- (a) the action approved by the resolution from which the shareholder dissents becoming effective,

- (b) the making of an agreement under subsection (10) between the corporation and the dissenting shareholder as to the payment to be made by the corporation for the shareholder's shares, whether by the acceptance of the corporation's offer under subsection (7) or otherwise, or
- (c) the pronouncement of an order under subsection (13),

whichever first occurs, the shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shareholder's shares in the amount agreed to between the corporation and the shareholder or in the amount of the judgment, as the case may be.

(15) Subsection (14)(a) does not apply to a shareholder referred to in subsection (5)(b).

(16) Until one of the events mentioned in subsection (14) occurs,

- (a) the shareholder may withdraw the shareholder's dissent, or
- (b) the corporation may rescind the resolution,

and in either event proceedings under this section shall be discontinued.

(17) The Court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder, from the date on which the shareholder ceases to have any rights as a shareholder by reason of subsection (14) until the date of payment.

(18) If subsection (20) applies, the corporation shall, within 10 days after

- (a) the pronouncement of an order under subsection (13), or
- (b) the making of an agreement between the shareholder and the corporation as to the payment to be made for the shareholder's shares,

notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

(19) Notwithstanding that a judgment has been given in favour of a dissenting shareholder under subsection (13)(b), if subsection (20) applies, the dissenting shareholder, by written notice delivered to the corporation within 30 days after receiving the notice under subsection (18), may withdraw the shareholder's notice of objection, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to the shareholder's full rights as a shareholder, failing which the shareholder retains a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

(20) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that

- (a) the corporation is or would after the payment be unable to pay its liabilities as they become due, or
- (b) the realizable value of the corporation's assets would by reason of the payment be less than the aggregate of its liabilities.