

MARVEL BIOSCIENCES CORP.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JANUARY 9, 2024**

TAKE NOTICE that an Annual and Special Meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of Marvel Biosciences Corp. (the “**Corporation**”) will be held at Suite 420, 505 8th Avenue S.W. Calgary, Alberta on Tuesday, January 9, 2024 at 11:00 a.m. (Calgary time), for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended July 31, 2023 and the report of the auditors thereon;
2. to set the number of directors to be elected at the Meeting at five (5);
3. to elect directors for the ensuing year as described in the accompanying management information circular (the “**Management Information Circular**”);
4. to appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
5. to approve, with or without modification, the ordinary resolution reapproving the form of stock option plan of the Corporation, as more particularly set forth in the accompanying Management Information Circular;
6. to approve, with or without modification, the ordinary resolution reapproving the form of equity incentive plan of the Corporation, as more particularly set forth in the accompanying Management Information Circular; and
7. to transact such other business that may properly come before the Meeting or any adjournment thereof.

The details of all matters to be put before shareholders at the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The board of directors has fixed the close of business on November 20, 2023 as the record date for determining holders of Common Shares who are entitled to notice of and to attend and vote at the Meeting.

As a shareholder of the Corporation, it is very important that you read the Management Information Circular of the Corporation dated December 4, 2023 and other Meeting materials carefully. They contain important information with respect to voting your Common Shares and attending and participating at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment(s) thereof in person are requested to date and sign the enclosed form of proxy and mail it to, or deposit it with, Odyssey Trust Company, United Kingdom Building, 350 – 409 Granville Street, Vancouver, B.C. V6C 1T2 (for physical delivery) or by email to proxy@odysseytrust.com or you may vote online at <https://login.odysseytrust.com/pxlogin> and click **VOTE** (you will require the **CONTROL NUMBER** printed with your address to the right on your proxy form) or by fax to Odyssey Trust Company, to the attention of the Proxy Department, at 1-800-517-4553. In order to be valid and acted upon at the Meeting, forms of proxy must be received not later than 11:00 a.m. (Calgary time) on January 5, 2024 or not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment(s) of the Meeting.

If you are a non-registered shareholder and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.

The enclosed form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this "Notice of Meeting". Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Management Information Circular carefully before submitting the proxy form.

Your participation as a shareholder is very important to the Corporation. Please ensure your Common Shares are represented at the Meeting.

DATED at Calgary, Alberta, this 4th day of December 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*J. Roderick Matheson*"

J. Roderick Matheson
CEO and Chairman of the Board