

ROZDIL CAPITAL CORPORATION

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS to be held on September 3, 2021

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting (the “**Meeting**”) of shareholders of Rozdil Capital Corporation (the “**Corporation**”) will be held virtually via teleconference on Friday, September 3, 2021 at 9:30 a.m. (Toronto Time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for its fiscal year ended February 28, 2021, and the report of the auditor thereon;
2. to re-appoint MNP LLP, Chartered Professional Accountants, as auditor of the Corporation, to hold office until the earlier of the close of the next annual meeting of Shareholders or the completion of the proposed qualifying transaction with “Thiogenesis Therapeutics Inc.” (the “Qualifying Transaction” or “QT”) as more fully described in the management information circular (the “Circular”) accompanying this notice of Meeting (the “Notice”), and to authorize the board of directors of the Corporation (the “Board”) to fix the auditor’s remuneration;
3. to appoint DMCL LLP, Chartered Professional Accountants, as alternative auditor for the Corporation, conditional on and effective upon the completion of the proposed QT (the “Resulting Issuer”), and to authorize the Board to fix the auditor’s remuneration;
4. to increase the number of directors of the Corporation from three (3) to five (5), subject to and effective upon completion of the proposed QT;
5. to re-elect directors of the Corporation that will hold office until the next general meeting of the Corporation or completion of the proposed QT,
6. to elect the Resulting Issuer Directors conditionally on and effective upon the completion of the proposed QT, as more fully described in the Circular;
7. to consider an ordinary resolution of disinterested shareholders, in accordance with certain changes to Policy 2.4 – Capital Pool Companies (“Policy 2.4”), as more particularly described in the Circular;
 - A. removing the consequences associated with the Corporation not completing a Qualifying Transaction within 24 months of its initial public offering; and
 - B. approving amendments to the Corporation’s Stock Option Plan;
8. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving an amendment to the articles of the Corporation to change its name from “Rozdil Capital Corporation” to “Thiogenesis Therapeutics Corp.” or such other similar name as may be determined by the Board; and
9. to consider other business that may properly come before the Meeting or any adjournment thereof.

IMPORTANT

THE CORPORATION WILL HOLD THIS ANNUAL AND SPECIAL MEETING BY TELECONFERENCE ONLY DUE TO THE COVID-19 PANDEMIC, GUIDANCE ON SOCIAL DISTANCING AND GOVERNMENT RESTRICTIONS ON PUBLIC GATHERINGS.

VOTING MAY ONLY BE CONDUCTED BY PROXY. NO VOTES WILL BE ACCEPTED AT THE TELECONFERENCE MEETING.

The Circular has been prepared to help you make an informed decision on each of the matters to be voted on at the Meeting. Please review the Circular carefully before voting.

Shareholders are encouraged to complete, date, sign and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the attached Circular.

The Meeting materials, including the Circular, are available under the Corporation's profile on SEDAR at www.sedar.com.

Only Shareholders as of the close of business on the record date of August 3, 2021 are entitled to vote at the Meeting by proxy. In order to be valid for use at the Meeting, proxies must be received by the Corporation's transfer agent, TSX Trust Company ("TSX Trust"), located at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1 at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting. The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his discretion, without notice.

If you are a registered shareholder, you will have received this Notice of Meeting and a form of Proxy (the "Proxy") from the Corporation. Registered shareholders are requested to read the notes included in the form of Proxy, then complete, date, sign and mail the Proxy, in accordance with the instructions set out in the Proxy.

If you are a non-registered (beneficial) shareholder, you will have received this Notice and a form of Proxy through your broker or another intermediary. Please complete and return the Proxy in accordance with the instructions provided to you by your broker or intermediary, and by the deadline, set out therein.

ATTEND THE MEETING BY TELECONFERENCE

In the context of the effort to mitigate potential risks to the health and safety associated with COVID-19 Pandemic, and in compliance with the orders and directives of the Government of Canada, the Province of Ontario, shareholders of Rozdil Capital Corporation are encouraged to attend the Meeting via teleconference and to vote on the matters before the Meeting by proxy in the manner set out in the Notice of Meeting and Circular.

To allow the Shareholders to follow the conduct of the Meeting, the Corporation is providing a teleconference facility that can be used by Shareholders to follow the conduct of the Meeting in real time and to ask questions during the question period.

Teleconference Details:

Date:	Friday, September 3, 2021
Time:	9:30 a.m. (Toronto Time)
Participants Telephone Numbers:	Teleconference Only
	US/Canada Toll-Free Dial-in: 1-800-201-5203
	Local US Dial-in: 1 720-386-9023
	Local Canada Dial-in: 1-647-478-7145
	Conference Code: 741987

When prompted, please provide your name, and whether you are a shareholder or a guest.

DATED at Toronto, Ontario this 3rd day of August, 2021.

By Order of the Board of Directors
ROZDIL CAPITAL CORPORATION

per: *(signed)* "Brook G. Riggins"
Brook G. Riggins, Chief Executive Officer