



THIOGENESIS THERAPEUTICS, CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS to be held on September 3, 2024

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting (the “**Meeting**”) of shareholders of Thiogenesis Therapeutics, Corp. (the “**Corporation**”) will be held at the Corporation’s head office located at 4 King Street West, Suite 401, Toronto, ON M5H 1B6 Canada on Tuesday, September 3, 2024 at 9:00 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 December 31, 2023, and the report of the auditor thereon;
2. to re-appoint MNP LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
3. to elect directors of the Corporation for the ensuing year;
4. to approve the Corporation’s new fixed omnibus equity incentive plan; and
5. to consider such other business that may properly come before the Meeting or any adjournment thereof.

An Information Circular, a form of proxy and a Supplemental Mailing List Reply form accompany this Notice of Meeting.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the enclosed form of proxy. Refer to “Notes” below.

DATED at Toronto, Ontario this 15th day of July, 2024.

By Order of the Board of Directors^[1]
THIOGENESIS THERAPEUTICS, CORP.

per: *(signed)* “Patrice P. Rioux”
Patrice P. Rioux, Chief Executive Officer

NOTES:

1. Shareholders registered on the books of the Corporation at the close of business on July 19, 2024 are entitled to Notice of the Meeting.
2. Shareholders registered on the books of the Corporation at the close of business on July 19, 2024 are entitled to vote at the meeting.
3. The directors have fixed the hour of 9:00 a.m. on the second business day preceding the meeting, i.e. Thursday, August 29, 2024 or any adjournment thereof as the time before which the instrument of proxy to be used at the meeting must be deposited with the Corporation's transfer agent, **TSX Trust Company**, at #301-100 Adelaide St. W., Toronto, ON M5H 4H1, or by fax at 416-595-9593, or online at www.voteproxyonline.com with the 12-digit control number located on the Proxy/VIF, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the meeting or any adjournment thereof prior to the time for voting.