

CAPHA PHARMACEUTICALS INC.
Suite 52 – 2417 Main Street
West Kelowna, British Columbia V4T 2H8
Tel: (778) 754-3000

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders (the "**Meeting**") of Capha Pharmaceuticals Inc. (the "**Company**") will be held at 69525 Huerta Court, Rancho Mirage, CA, on October 30, 2020, at the hour of 9:00 A.M., Pacific Daylight Time, for the following purposes:

1. To receive and consider the report of the directors and the consolidated financial statements of the Company together with the auditor's report thereon for the financial year ended December 31, 2019;
2. To fix the number of directors for the ensuing year at three (3);
3. To elect directors for the ensuing year;
4. To appoint D&H Group LLP, Chartered Accountants, as the Company's auditors for the ensuing year and to authorize the directors to fix the auditor's remuneration;
5. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

If you are unable to attend the meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

DATED this 25th day of September 2020.

BY ORDER OF THE BOARD

"James R. Brown"

James R. Brown

Chairman, President & Chief Executive Officer