



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders of the common shares (collectively, the “**Shareholders**” or individually, a “**Shareholder**”) of MediPharm Labs Corp. (the “**Company**”) will be held on June 30, 2022 at 10:00 a.m. (Toronto time). The Meeting will be a virtual meeting conducted via live audio webcast. The purpose of the Meeting is as follows:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2021, together with the report of the auditor thereon and related management’s discussion and analysis;
2. to elect the directors of the Company for the ensuing year;
3. to appoint KPMG LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix its remuneration;
4. to consider and, if thought appropriate, pass, with or without variation, a resolution approving, among other things, an amendment to the Company’s rolling long-term omnibus equity incentive plan to increase the plan limit from 10% to 15%, such that the maximum number of common shares in the capital of the Company (the “**Common Shares**”) that may be issued upon the exercise or settlement of awards shall not exceed 15% of the Company’s issued and outstanding Common Shares from time to time, as more fully described in the accompanying management information circular dated May 20, 2022 (the “**Circular**”); and
5. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Annual and Special Meeting of Shareholders (the “**Notice**”) is the Circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and a reply card for use by Shareholders who wish to receive the Company’s interim and/or annual financial statements. The Company has fixed May 18, 2022 as the record date for determining those Shareholders entitled to receive notice and to vote at the Meeting.

The Meeting will be held virtually and Shareholders who choose to attend the Meeting will do so by accessing a live audio webcast of the Meeting via the internet. Shareholders and duly appointed proxyholders can access the Meeting by visiting <https://virtual-meetings.tsxtrust.com/1283>. The password for the Meeting is medipharm2022 (case sensitive). At this website, Shareholders will be able to listen to the Meeting live, submit questions and submit their vote while the Meeting is being held. We believe hosting the Meeting virtually will enable increased Shareholder attendance from different geographic locations and will encourage more active Shareholder engagement and participation at the Meeting.

Shareholders who are unable to be present personally at the Meeting must follow the instructions on the proxy or voting instruction form. Only registered Shareholders and proxyholders may attend and vote at the Meeting. Shareholders that hold their Shares with a bank, broker or financial intermediary that wish to vote at the Meeting must carefully follow the instructions provided by their intermediary. In order to be effective, proxies must be received by the Chair of the Meeting before the commencement of the Meeting or any adjournment thereof. If you are attending the Meeting, please log-on to the virtual meeting in advance to ensure that your vote will be counted.

Time is of the essence. It is recommended that you vote by telephone or internet to ensure that your vote is received before the Meeting. To cast your vote by telephone or internet, please have your proxy card or voting instruction form in hand and carefully follow the instructions contained therein. Your telephone or internet vote authorizes the named proxies to vote your Common Shares in the same manner as if you mark, sign and return your proxy card. If you vote by telephone or internet, your vote must be received before 10:00 a.m. (Eastern Time) on June 28, 2022.

A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for such Shareholder and on his, her or its behalf at the Meeting other than the persons designated in the enclosed form of proxy (the “**Appointee**”). Such right may be exercised by inserting in the blank space provided for that purpose the name of the Appointee or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to the Company’s transfer agent and registrar, TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1 no later than two (2) business days (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment thereof. **The Appointee will need to contact TSX Trust Company at [tsxtrustproxvoting@tmx.com](mailto:tsxtrustproxvoting@tmx.com) to request a 12-digit control number. Without the control number, an Appointee will not be able to participate at the Meeting.**

DATED at Toronto, Ontario, this 20<sup>th</sup> day of May, 2022.

BY ORDER OF THE BOARD

(signed) “*David Pidduck*”

David Pidduck

Chief Executive Officer