

**REGEN III CORP.**  
**1750 – 400 Burrard Street**  
**Vancouver, British Columbia V6C 3A6**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of ReGen III Corp. (the “**Company**”) will be held at the offices of the Company, 1750 – 400 Burrard Street, Vancouver, British Columbia, V6C 3A6, on July 29, 2022 at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the audited financial statements of the Company as at and for the years ended December 31, 2021 and 2020, together with the report of the auditors thereon;
2. to set the number of directors of the Company at five;
3. to elect the directors of the Company for the ensuing year;
4. to appoint the auditors of the Company and to authorize the directors of the Company to fix their remuneration;
5. to consider and, if thought advisable, to pass, with or without modification, an ordinary resolution approving the amended stock option plan of the Company; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting.

An “ordinary resolution” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

**NOTE OF CAUTION Concerning COVID-19**

**At the date of this Notice and the accompanying Management Information Circular it is the intention of the Company to hold the Meeting at the location stated above in this Notice. In order to ensure the safety of our employees, shareholders and guests, all current coronavirus (COVID-19) (“COVID-19”) regulations and guidance in place at the time of the annual meeting will be in effect on site. In light of the continued risks posed by COVID-19, we ask shareholders to consider voting their shares by proxy and not attending the meeting in person. Shareholders who do wish to attend the Meeting in person should carefully consider and follow the instructions of the federal Public Health Agency of Canada: (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>).**

**We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms or have tested positive for COVID-19. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior**

to the Meeting by one of the means described in the Management Information Circular accompanying this Notice.

The Company reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to any COVID-19 developments, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR as well as on our Company website at [www.regeniii.com](http://www.regeniii.com). We strongly recommend you check the Company's website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to COVID-19, the Company will not prepare or mail amended Meeting Proxy Materials.

While registered shareholders are entitled to attend the Meeting in person we strongly recommend that all Shareholders vote by proxy and accordingly ask that registered shareholders complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Management Information Circular.

If you hold your Common Shares in a brokerage account, you are a non-registered shareholder ("Beneficial Shareholder"). Beneficial Shareholders who hold their Common Shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of Proxy or VIF provided to them by their intermediary, in order to cast their vote.

**SHAREHOLDERS ARE ENCOURAGED TO COMPLETE, DATE AND SIGN THE ENCLOSED FORM OF PROXY, AND TO RETURN IT IN THE ENVELOPE PROVIDED FOR THAT PURPOSE.**

The board of directors of the Company has by resolution fixed the close of business on June 21, 2022 as the record date, being the date for the determination of the registered holders of common shares entitled to notice of and to vote at the Meeting or any adjournment thereof. Proxies may be voted in one of the following manners:

- (a) by using the internet at [www.investorvote.com](http://www.investorvote.com); or
- (b) by completing and signing the enclosed form of proxy and depositing it with the Company's transfer agent, Computershare Investor Services Inc., using one of the following methods:

By Mail:           Computershare Investor Services Inc.  
                          Attention: Proxy Department  
                          135 West Beaver Creek  
                          PO Box 300  
                          Richmond Hill, Ontario  
                          L4B 4R5

By Facsimile:   416-263-9524 or 1-866-249-7775

If you vote your proxy using the internet, do not send back the form of proxy.

DATED at Vancouver, British Columbia, as of the 27<sup>th</sup> day of June, 2022.

**BY ORDER OF THE BOARD**

*Signed: "Gregory Clarkes"*

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Gregory Clarkes  
Chairman of the Board and  
Chief Executive Officer