

Notice of Annual General and Special Meeting of Shareholders of Adaptogenics Health Corp. (the "Company")

When:

Monday, March 10, 2025
10:00 a.m. (Pacific Time)

Where:

Suite 1100 -1111 Melville Street
Vancouver BC V6E 3V6

At the Annual General and Special Meeting (the "**Meeting**"), shareholders will be asked to:

- 1) receive the financial statements for the year ended March 31, 2024 and the auditor's report thereon;
- 2) set the number of directors at five (5);
- 3) elect the directors;
- 4) appoint Crowe MacKay LLP as auditors, and authorize the directors to fix their remuneration;
- 5) confirm the Stock Option Plan;
- 6) consider any other business that may properly come before the Meeting.

You can read about each item of business starting on page 1 of the management proxy circular (the "**Circular**"), which also has information on voting and about our directors, governance and compensation.

If you were a holder of Common Shares as of the close of business on February 3, 2025, you have the right to vote at the Meeting.

Your vote is important. All shareholders are encouraged to vote by proxy. To ensure your vote is counted, your proxy must be received by 10:00 am (Pacific Time) on March 6, 2025 (the "**Proxy Deadline**"). Detailed voting instructions for registered and non-registered shareholders begin on page 5 of the Circular.

Attendance at the Meeting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A "beneficial" or "non-registered" Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting.

Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) in advance to ease the voting tabulation at the Meeting by Odyssey Trust Company.

Only persons registered as shareholders on the records of the Company as of the close of business on February 3, 2025 are entitled to receive notice of, and to vote or act at, the Meeting.

No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

DATED at Vancouver, British Columbia

February 4, 2025

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Daryl Ware-Lane

Daryl Ware Lane

Chief Executive Officer

The Circular contains important information about Adaptogenics Health Corp. and the Meeting. We encourage you to review it prior to voting.

Not sure if you're a registered shareholder?

See page 5 for more information.