

PHARMADRUG INC.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the annual general meeting (the “Meeting”) of PHARMADRUG INC. (the “Company”), will be held at the offices of the corporation on Tuesday, November 22, 2022, at 10:00 a.m. (Toronto time). The Company may limit the attendance to comply with applicable health guidelines.

1. To receive and consider the audited consolidated financial statements for the financial years ending December 31, 2020 and 2021, together with the auditor's report thereon;
2. To elect directors to hold office until the next annual general meeting of the Company;
3. To re-appoint Clearhouse LLP, as auditor of the Company, to hold office until the next annual general meeting at a remuneration to be fixed by the directors;
4. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

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

This year, as described in the notice and access notification mailed to shareholders of the Company, the Company has decided to deliver the Meeting materials to shareholders by posting the Meeting materials on the following website: <https://www.Pharmadrug.co> (the “Website”). The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Company’s printing and mailing costs. The Meeting materials will be available on the Website as of the day of mailing, which is currently scheduled for October 21, 2022, and will remain on the Website for one full year thereafter. The Meeting materials will also be available on SEDAR at www.sedar.com.

No shareholders will receive paper copies of the Meeting materials unless they specifically request paper copies. Instead, all shareholders will receive a notice and access notification which will contain information on how to obtain electronic and paper copies of the Meeting materials in advance of the Meeting. If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access, please call 1-844-499-4482. In order to receive a paper copy in time to vote before the meeting, your request should be received by November 8, 2022.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is October 7, 2022, (the “Record Date”). Shareholders whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

Note of Caution Concerning the COVID-19 Outbreak

Due to the ongoing COVID-19 pandemic and taking into account the health and safety of our employees, Shareholders, service providers and other stakeholders, **the Company strongly encourages shareholders NOT to attend the Meeting in person. The Company strongly encourages shareholders to vote by proxy on the internet, rather than attending the Meeting in person. To this end, only registered shareholders and proxyholders will be permitted to attend the Meeting in person.** Further restrictions with regard to the Meeting may be implemented by the Company as required in accordance with applicable laws and to comply with public health restrictions. At the Meeting, the Company may adopt screening or other measures for identifying COVID-19 symptoms or risk factors as may be recommended or required by applicable health authorities. The Company reserves the right to refuse admission to a shareholder or proxyholder seeking to attend the Meeting if the Company believes the shareholder or proxyholder poses a health risk to attendees at the Meeting or would otherwise breach public health restrictions.

In order to permit shareholders and proxyholders to listen to the Meeting in real time, without having to attend in person, a conference call of the Meeting will be available as follows:

Conference call participation:

- North America Toll-Free: 1-855-473-1059

- Local (Greater Toronto Area): (647)-848-1840
- Participant Conference Access code: 0091269#

Shareholders will not be able to vote through the conference call.

As the COVID-19 outbreak continues to be a rapidly evolving situation, and in light of changing public health restrictions and recommendations related to COVID-19, there may be changes to the date, time and location of the Meeting, or the Company may adjourn or postpone the Meeting. The Company will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting. Any such changes will be communicated by news release which will be made available under the Company's profile on SEDAR at www.sedar.com.

WE STRONGLY ENCOURAGE ALL SHAREHOLDERS TO VOTE ELECTRONICALLY BY PROXY RATHER THAN ATTENDING THE MEETING IN PERSON.

DATED at Toronto, Ontario, this 7th day of October 2022.

" Daniel Cohen "

Daniel Cohen
Chief Executive Office