

## PHARMADRUG INC.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

**NOTICE** is hereby given that the annual general and special meeting (the “**Meeting**”) of **PHARMADRUG INC.** (the “**Company**”), will be held at the offices of the Company at Suite 2905 – 77 King Street West, Toronto, Ontario M5K 1H1 on October 13, 2023, at 10:00 a.m. (Toronto time).

1. To receive and consider the audited consolidated financial statements for the financial year ended December 31, 2022, together with the auditor's report thereon;
2. To fix the number of directors of the Company at five (5);
3. To elect directors to hold office until the next annual general meeting of the Company;
4. 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;
5. To consider, and, if deemed advisable, approve, with or without variation, by ordinary resolution, the unallocated options, rights and other entitlements under the Company’s stock option plan in accordance with the policies of the Canadian Securities Exchange
6. To consider, and, if deemed appropriate, to pass, with or without variation, a special resolution approving an amendment to the articles of the Company to consolidate the issued and outstanding common shares of the Company at a ratio of one post-consolidation Share for up to every ten pre-consolidation Shares, as more fully described in the management information circular accompanying this notice (the “**Consolidation Resolution**”); and
7. 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.

The Consolidation Resolution must be approved by not less than two-thirds of the votes cast by shareholders present in person or represented by proxy at the Meeting. The approval of each of the other matters referenced above must be approved by a majority of the votes cast by shareholders present in person or represented by proxy at the Meeting.

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.ca> (the “**Website**”). The use of this alternative means 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 September 13, 2023, and will remain on the Website for one full year thereafter. The Meeting materials will also be available on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca).

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 October 1, 2023.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is August 29, 2023, (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.

DATED at Toronto, Ontario, this 29<sup>th</sup> day of August, 2023.

*“Daniel Cohen”*

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Daniel Cohen  
Chief Executive Officer