

MYDECINE INNOVATIONS GROUP INC.

Suite 810 – 789 West Pender Street
Vancouver, British Columbia V6C 1H2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Mydecine Innovations Group Inc. (the "**Corporation**") will be held at the offices of Miller Thomson LLP, Scotia Plaza, Suite 5800, 40 King Street West, Toronto, Ontario, M5H 4A9, at 10:00 a.m. (Toronto time) on Tuesday, August 2, 2022.

To proactively deal with the unprecedented public health impact of coronavirus disease 2019 ("**COVID-19**") and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders are discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein.

Any persons attending the Meeting in person will be required to comply with health and safety measures that the Corporation may put in place. Any person who wishes to attend the Meeting in person must first register with the Meeting's host at least 72 hours in advance and receive approval, by calling Mark Milanetti at 416-595-8628 or by email at mmilanetti@millერთhompson.com. You should not attend the Meeting if you or someone with whom you have been in close contact with are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. The Corporation may refuse any Shareholder entrance to the meeting if the Corporation feels to allow entrance would put staff and/or other attendees at the Meeting in harm's way.

The Corporation is monitoring developments regarding COVID-19. In the event the Corporation decides any change to the date, time, location or format of the Meeting are necessary or appropriate due to difficulties arising from COVID-19, the Corporation will promptly notify Shareholders of the change by issuing a news release, a copy of which will be available on SEDAR at www.sedar.com.

The Meeting will be held for the following purposes:

1. to receive the audited annual financial statements of the Corporation for the financial year ended December 31, 2021, together with the report of the auditor thereon;
2. to appoint MNP LLP as auditor of the Corporation for the ensuing year and to authorize the Board to fix the auditor's remuneration;
3. to elect directors of the Corporation for the ensuing year, as more particularly set forth in the accompanying proxy and management information circular dated June 28, 2022, and prepared for the purpose of the Meeting (the "**Information Circular**");
4. to consider, and, if deemed advisable, to pass a special resolution of disinterested shareholders, with or without variation, to approve the re-pricing of the Stock Options, as defined in the Information Circular;
5. to consider, and, if deemed advisable, to pass a special resolution of disinterested shareholders, with or without variation, to approve the re-pricing of the Debenture and the Debenture Warrants, as defined in the Information Circular;
6. to consider, and, if deemed advisable, to pass an ordinary resolution, with or without variation, to approve the increase of the total number of Shares issuable under the Company's 2021 Equity Incentive Plan from 1,600,000 to 10,000,000; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular. Please review the Information Circular carefully and in full prior to voting in relation to the matters set out above as the Information Circular has been prepared to help you make an informed decision on such matters.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof is June 3, 2022 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Information Circular under the heading "*General Proxy Information*". Only registered Shareholders of the Corporation, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to Shareholders who own their Common Shares through an intermediary, see "*General Proxy Information – Non-Registered Shareholders*" in the Information Circular.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. To be included at the Meeting, your completed and executed form of proxy must be received by National Securities Administrators Ltd. located at 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, by confidential Facsimile: 1-604-559-8908, or by email at admin@endeavortrust.com, no later than 10:00 a.m. (Toronto time) on Friday, July 29, 2022 (or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting) or deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by internet by following the instructions on the form of proxy.

DATED this 28th day of June, 2022.

BY ORDER OF THE BOARD

(Signed) "*David Joshua Barch*"
Chief Executive Officer