



ALGERNON PHARMACEUTICALS INC.
Suite 1500 – 1055 West Georgia Street
Vancouver, British Columbia Canada V6E 4N7
Tel: 604 398-4175

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of all the shareholders (“**Shareholders**”) of Common Class A Shares (the “**Shares**”) of Algernon Pharmaceuticals Inc. (the “**Company**”) will be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia Canada, on Monday, February 28, 2022 at 1 o’clock p.m. (Pacific Time), for the following purposes:

1. To table the consolidated audited financial statements of the Company for the financial years ended August 31, 2021 and August 31, 2020, the report of the auditors thereon and the related management’s discussion and analysis;
2. To fix the number of directors at five (5);
3. To elect the directors for the ensuing year; and
4. To appoint Smythe LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year.

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Company has elected to use the notice-and-access provisions under National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”), in the case of mailing to registered Shareholders, and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), in the case of beneficial Shareholders (“**Notice-and-Access Provisions**”) for this Meeting.

Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow a Company to reduce the volume of materials to be physically mailed to Shareholders by posting the Notice of Meeting and Information Circular and any additional annual meeting materials online. Shareholders will receive a form of proxy and may choose to receive a hard copy of the Notice of Meeting and Information Circular. The Company will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Notice of Meeting and Information Circular to some shareholders with a notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Notice of Meeting and Information Circular.

Copies of this Notice of Meeting and Information Circular, and the Proxy (together the “**Proxy Materials**”), are posted on the Company’s website at www.algernonpharmaceuticals.com and are SEDAR filed under the Company’s profile at www.sedar.com.



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Any Shareholder who wishes to receive a paper copy of the Notice of Meeting and Information Circular should contact TSX Trust Company through telephone: 1-888-433-6443 or Outside Canada and U.S. 416-682-3801 or email to TSX Trust Company at tsxt-fulfilment@tmx.com, by providing your name and mailing address. A Shareholder may also use these telephone numbers obtain additional information about the Notice-and-Access Provisions, up to and including the date of the Meeting, including any adjournment of the Meeting.

To allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Notice of Meeting and Information Circular and submit their vote prior to **1 o'clock p.m. (Pacific Time) on Thursday, February 24, 2022** (the "**Proxy Deadline**"), any Shareholder wishing to request a paper copy of the Notice of Meeting and Information Circular as described above, should ensure such request is received by **Monday, February 14, 2022**. Under Notice-and-Access Provisions, the Proxy Materials will be available for viewing for up to one (1) year from the date of posting and a paper copy of the materials can be requested at any time during this period.

An Information Circular accompanies this Notice of Meeting. The Information Circular contains details of matters to be considered at the Meeting. **Please review the Information Circular before voting.**

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their Shares will be voted at the Meeting are requested to 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 Information Circular.

A non-registered shareholder (also a "Beneficial Shareholder") who plans to attend the Meeting must follow the instructions set out in the form of proxy (or voting instruction form), to ensure that such shareholder's Shares will be voted at the Meeting. If you hold your Shares in a brokerage account you are not a registered shareholder.

The consolidated audited financial statements of the Company for the financial years ended August 31, 2021 and August 31, 2020, the report of the auditors thereon and the related management's discussion and analysis, will be made available at the Meeting and are available on www.sedar.com.

Only Shareholders of record as at the close of business on January 14, 2022 are entitled to notice of the Meeting. Shareholders are reminded to review the Information Circular before voting.

DATED at Vancouver, British Columbia January 24, 2022.

ON BEHALF OF THE BOARD OF DIRECTORS

S/ Christopher Moreau

**Christopher Moreau
Chief Executive Officer and Director**