



ALGERNON PHARMACEUTICALS INC.
400 - 601 West Broadway
Vancouver, British Columbia Canada V5Z 4C2
Telephone: (664) 398-4175

NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS
AND
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an in person/telephone conference call annual general meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of **Algernon Pharmaceuticals Inc.** (hereinafter called the “**Company**”) will be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada, on Wednesday, July 10, 2024, at 4:00 p.m. (Pacific Time) (the “**Meeting**”).

The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:

Dial by your location

Canada Toll Free:	1-855-244-8677
Canada Toll:	1-416-915-6530
US Toll Free:	1-855-282-6330
US Toll:	1-415-655-0002
Access Code:	95400309

We recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (“**Proxy**”) or voting instruction form (“**VIF**”) prior to the Meeting following the instructions in the accompanying Information Circular (the “**Circular**”). At the date hereof the Company intends to hold the Meeting at the location stated in this Notice. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company’s profile on SEDAR+ at www.sedarplus.ca.

Shareholders who intend to attend the meeting via telephone conference must **submit votes by Proxy ahead of the proxy deadline of 4:00 p.m. (Pacific Time) on Monday, July 8, 2024.**

Shareholders will be asked to:

1. table the Company’s consolidated audited financial statements for the financial years ended August 31, 2023 and 2022, the report of the auditor thereon and the related management discussion and analysis (see section entitled “*Financial Statements*” in the Circular);
2. elect directors of the Company for the ensuing year (see section entitled “*Election of Directors*” in the Circular);
3. appoint Smythe LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year (see section entitled “*Appointment of Auditor*” in the Circular);
4. pass an ordinary resolution to confirm and approve the Company’s 10% rolling stock option plan, with proposed amendment, and for continuation, as described in the accompanying Information Circular (see section entitled “*Approval of Amended Stock Option Plan, and for Continuation*”) in the Circular; and
5. pass an ordinary resolution to confirm and approve the Company’s 10% rolling restricted share unit plan, with proposed amendment, and for continuation, as described in the accompanying Information Circular (see section entitled “*Approval of Amended Restricted Share Unit Plan, and for Continuation*”) in the Circular.

The Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, 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.

Shareholders of record on the Company’s books at the close of business on May 21, 2024 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each Class A common share is entitled to one vote.

The Company’s consolidated audited financial statements for financial years ended August 31, 2023 and 2022, the auditor’s report thereon, and the related management’s discussion will be tabled at the Meeting. The financial statements will be made available at the Meeting and will be available on request to the Company, and may be viewed on the Company’s SEDAR+ website at www.sedarplus.ca.

Voting

Unless you are physically attending the Meeting, you must vote using the method set out in the enclosed Proxy or VIF.

Registered Shareholders are asked to return their Proxies using the following methods by the proxy deposit date noted on their Proxy, which is by 4:00 p.m. (Pacific Time) on Monday, July 8, 2024.

Internet:	www.meeting-vote.com and follow the instructions
Facsimile:	Fax to TSX Trust Company at 416-595-9593
Mail:	Complete the Proxy or any other proper form of proxy, sign it and mail it to the Company's registrar and transfer agent at: TSX Trust Company <u>Attention: Proxy Department</u> P.O. Box 721, Agincourt, Ontario M1S 0A1 or by email at proxyvote@tmx.com

Beneficial Shareholders are asked to return their VIFs using the following methods at least on business day in advance of the proxy deposit date noted on their VIF, which is by 4:00 p.m. (Pacific Time) on Monday, July 8, 2024.

Internet:	Go to www.meeting-vote.com and follow the instructions
Mail:	Complete the VIF, sign it and mail it in the envelope provided. Beneficial Holders can also vote through Fax , Mail and Email

Notice and Access

Shareholders are also hereby notified that the Company is using the notice-and-access provisions (“**Notice-and-Access**”) contained in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery to its Shareholders of the Meeting Materials for the Meeting which include this Notice and the Circular (the “**Meeting Materials**”). Under Notice-and-Access, instead of receiving paper copies of the Meeting Materials, shareholders may receive the Meeting Materials electronically or request a paper copy of the Meeting Materials.

The Meeting Materials are available on the Company's corporate profile on SEDAR+ at www.sedarplus.ca and the Company's website at www.algernonpharmaceuticals.com. The Meeting Materials will remain on the Company's website for one year following the date of this Notice. Shareholders are reminded to access and review all the information contained in the Circular and other Meeting Materials before voting.

Shareholders may request, without any charge to them, a paper copy of the Meeting Materials. Requests for paper copies may be made using your control number as it appears on your enclosed VIF or Proxy. To ensure you receive the materials in advance of the voting deadline and meeting date, **all requests must be received no later than on Wednesday, June 26, 2024**. If you do request the current Meeting Materials, please note that another VIF/Proxy will not be sent; please retain your current one for voting purposes.

<u>For Shareholders with a 13 digit control number:</u> Request materials by calling TSX Trust Company through telephone 1-888-433-6443 or Outside Canada and U.S. 1-416-682-3801 and entering your control number as indicated on your VIF or Proxy. OR sending an email to TSX Trust Company at tsxt-fulfilment@tmx.com by providing your name and mailing address.	<u>For Shareholders with a 16 digit control number:</u> Request materials by calling toll free in Canada and United States 1-888-489-5760 and follow the voice instructions.
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For Shareholders who wish to receive paper copies of the Meeting Materials in advance of the voting deadline, the requested Meeting Materials will be sent to such Shareholders within three business days of their request.

For Shareholders who wish to receive paper copies of the Meeting Materials following the Meeting, requests must be received by Algernon Pharmaceuticals Inc. at www.algernonpharmaceuticals.com. The Meeting Materials will be sent to such Shareholders within ten days of their request. Requests may be made up to one year from the date the meeting date.

The Circular contains details of matters to be considered at the Meeting. Please review it closely before voting.

DATED at Vancouver, British Columbia, May 27, 2024.

BY ORDER OF THE BOARD

“S/ Christopher Moreau”

Christopher Moreau
Chief Executive Officer