



Suite 270 – 1820 Fir Street, Vancouver, BC V6J 3B1
Telephone: 780-818-6422

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The annual general meeting (the “**Meeting**”) of Shareholders of **XPhyto Therapeutics Corp.** (the “**Company**”) will be held at Suite 270 – 1820 Fir Street, Vancouver, BC V6J 3B1 on Wednesday, May 20, 2020 at 10:00 a.m. (local time), for the following purposes:

1. to receive and consider the financial statements for the Company's financial years ended December 31, 2018 and December 31, 2019, the reports of the auditor thereon, and the related management discussion and analyses;
2. to fix the number of directors at three (3);
3. to elect directors of the Company for the ensuing year;
4. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year;
5. to pass an ordinary resolution to approve the continuation of the Company's 10% “rolling” share option plan, as more particularly described in the accompanying Information Circular; and
6. to act upon such other matters, including amendments to the foregoing, as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

An Information Circular accompanies this Notice, which contains details of matters to be considered at the Meeting. The Meeting will also consider any permitted amendment to, or variation of, any matter identified in this Notice and transact such other business as may properly come before the Meeting or any adjournment thereof. The audited financial statements for the years ended December 31, 2018 and December 31, 2019, the reports of the auditors and related management discussion and analyses will be made available at the Meeting and are available on SEDAR at www.sedar.com.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure their shares are voted at the Meeting are asked to complete, date and sign the enclosed form of proxy or complete 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.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure their shares are voted at the Meeting. If you hold your shares in a brokerage account you are a non-registered shareholder.

NOTE OF CAUTION Concerning COVID-19 Outbreak

At the date of this Notice and the accompanying Information Circular it is the intention of the Company to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of current coronavirus (COVID-19) outbreak (“**COVID-19**”). In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and **not** attend the meeting in person. Those shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you 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 immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described on pages 2 to 4 of the Information Circular accompanying this Notice.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR as well as on our Company website at www.xphyto.com. We strongly recommend you check the Company's website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will **not** prepare or mail amended Meeting Proxy Materials.

The Meeting will be accessible through a teleconference platform. Shareholders will not be able to cast their vote through the teleconference platform, but will be able to ask questions of management at the conclusion of the Meeting as usual. Shareholders are encouraged to vote by proxy in advance of the Meeting. Please contact the Company at info@xphyto.com to register and confirm your attendance prior to the Meeting. Upon registration, the Company will provide you with the call details for the Meeting.

DATED at Vancouver, British Columbia, this 17th day of April, 2020.

BY ORDER OF THE BOARD

"Hugh Rogers"

**Hugh Rogers
Chief Executive Officer**