

**Gemina Laboratories Ltd.
Suite 302, 3600 Gilmore Way
Burnaby, British Columbia V5G 4R8**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 13, 2024**

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the "**Meeting**") of the holders of common shares ("**Common Shares**") of Gemina Laboratories Ltd. (the "**Company**") will be held at 15th Floor, 1111 West Hastings Street, Vancouver, British Columbia, V6E 2J3, on Monday, May 13, 2024 at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive the financial statements of the Company for the financial year ended January 31, 2023, together with the auditors' report thereon;
2. to fix the number of directors to be elected at the Meeting at six (6);
3. to elect directors of the Company for the ensuing year;
4. to appoint Davidson & Company LLP as auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditors;
5. to consider and, if thought fit, to pass an ordinary resolution ratifying certain amendments to the Company's incentive stock option plan (the "**Stock Option Plan**") and approving unallocated entitlements under the Stock Option Plan, each as further described in the Circular (as defined below);
6. to consider and, if thought fit, to pass an ordinary resolution of disinterested shareholders approving the reservation of shares for issuance pursuant to the exercise of stock options in excess of certain limitations set out of the Stock Option Plan; and
7. to transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

This notice is accompanied by a Management Information Circular (the "**Circular**") and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular.

The board of directors of the Company has fixed the record date for the Meeting at the close of business on April 11, 2024 (the "**Record Date**") for determining shareholders entitled to receive notice of, and to vote at the Meeting and any postponement or adjournment of the Meeting, unless any such shareholder transfers such Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not later than ten days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

The accompanying Circular provides instructions on the various methods that a shareholder can use to have vote their Common Shares at the Meeting, including instructions regarding voting in person, by mail, by internet, or by phone.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. Shareholders will be able to attend and listen to the Meeting by attending via Microsoft Teams teleconference but will not be able to participate or vote their shares unless they attend in person or vote their shares by proxy.

To LISTEN to the Meeting, please download the Microsoft Teams application and use the following meeting details:

Meeting ID: 296 521 830 269

Meeting Password: ksEC7x

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Computershare Investor Services Inc. by telephone at 1-800-564-6253 (toll free in North America), by fax at 1-888-453-0330 or by e-mail at service@computershare.com.

DATED at Vancouver, British Columbia this 11th day of April, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "John Davies "

John Davies

Chairman of the Board