

**BIOVAXYS TECHNOLOGY CORP.**

503 - 905 WEST PENDER STREET  
VANCOUVER, BRITISH COLUMBIA  
V6C 1L6

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING  
OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of BioVaxys Technology Corp. (the “**Company**”) will be held at 2500 Park Place, 666 Burrard Street, Vancouver, British Columbia on Tuesday, June 6, 2023 at 10:00 a.m. (Vancouver time).

The Meeting will be held for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal years ended October 31, 2022, together with the auditor's report thereon;
2. to set the number of directors at three (3);
3. to elect the directors of the Company to hold office for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving, ratifying and confirming the Company's 10% rolling stock option plan, as more fully described in the information circular accompanying this notice of Meeting under the heading “*Particulars of Other Matters to be Acted On*”; and
6. to transact such other business as may be properly brought before the Meeting.

The Company's Board of Directors has fixed May 2, 2023 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular. Only Shareholders of record at the close of business on May 2, 2023 will be entitled to vote at the Meeting.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Odyssey Trust Company (“**Odyssey**”), Attention: Proxy Department, United Kingdom Building, 323 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2, no later than 10:00 a.m. on Friday, June 2, 2023 or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 2<sup>nd</sup> day of May, 2023.

**ON BEHALF OF THE BOARD**

*“James Passin”*

James Passin  
Chief Executive Officer and Director

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.**