

BRAXIA SCIENTIFIC CORP.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MONDAY, OCTOBER 31, 2022

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Braxia Scientific Corp. (the “**Corporation**”) will be held in person at 10:00 a.m. (Toronto time) on Monday October 31, 2022, at 22 Adelaide Street West, Suite 3400, Toronto, Ontario, M5H 4E3 and will also be available via live audio webcast at <https://blgmeet.webex.com/blgmeet/j.php?MTID=m422417342cbae0c445bdaac323ffc586> using meeting number 2332 534 2836 and password Braxia2022 (27294211 from phones) or by phone at +1-844-974-2903 using access code 233 253 42836.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the management information circular attached hereto (the “**Information Circular**”).

The Meeting will be held for the following purposes:

1. to receive the audited financial statements of the Corporation as at and for the financial year ended March 31, 2022, together with the notes thereto and the auditors’ report thereon;
2. to elect the board of directors of the Corporation (the “**Board**”) to hold office until the next annual meeting of Shareholders or until their successors are duly elected or appointed;
3. to approve the appointment of Dale Matheson Carr-Hilton LaBonte LLP as auditors of the Corporation for the ensuing year at such remuneration as may be determined by the Board;
4. to consider and, if thought advisable, approve an amendment to the Corporation’s stock option plan, as more particularly described in the Information Circular; and
5. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is September 16, 2022 (the “**Record Date**”).

Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. To the extent a Shareholder transfers the ownership of any of its Common Shares after the Record Date and the transferee of those Common Shares establishes that it owns such Common Shares and requests, at least ten days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, such transferee shall be entitled to vote such Common Shares at the Meeting. If you hold Common Shares through an intermediary, such as a broker, you may not be able to attend the meeting and vote unless you follow the instructions in the section entitled “Advice to Non-Registered Shareholders.” Even if you hold shares through an intermediary, you will be able to vote indirectly by instructing your intermediary in advance of the Meeting.

In Person Meeting

The Corporation is conducting an in person Meeting. Registered Shareholders and duly appointed proxyholders can attend the Meeting in person at 22 Adelaide Street West, Suite 3400, Toronto, Ontario, M5H 4E3. The Meeting will also be available via live audio webcast at the below link or the below phone number:

Audio Webcast Link: <https://blgmeet.webex.com/blgmeet/j.php?MTID=m422417342cbae0c445bdaac323ffc586>

Meeting Number: 2332 534 2836

Password: Braxia2022 (27294211 from phones)

Phone Number: +1-844-974-2903

Access Code: 233 253 42836

Please note that all voting must be conducted in person or in advance of the Meeting as Shareholders will not be permitted to vote virtually. Due to the ongoing concerns related to the spread of COVID-19, Shareholders are encouraged to listen to the Meeting virtually instead of attending the Meeting in person and to vote on the matters before the Meeting by proxy or voting information form in advance of the Meeting.

The ability to attend the Meeting in person is subject to any governmental orders applicable at the time of the Meeting which might prevent or restrict Shareholders and duly appointed proxyholders from attending in person. Please do not attend the meeting if you are experiencing any symptom of COVID-19.

The Corporation reserves the right to take any additional precautionary measures it deems appropriate, necessary, or advisable in relation to the Meeting in response to further developments in respect of COVID-19, and in order to ensure compliance with federal provincial and local laws and orders, including providing a virtual webcast version of the Meeting and/or hosting the Meeting solely by means of remote communication, placing restrictions on in-person attendance, or postponing or adjourning the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com and on the Corporation's website at www.braxiascientific.com. We strongly recommend you to check the Corporation's SEDAR profile and website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to COVID-19, the Corporation will not prepare or mail amended materials in respect of the Meeting.

Notice-and-Access

The Corporation has adopted the "notice-and-access" mechanism of delivering materials to both registered and non-registered Shareholders in connection with the Meeting. As such, the Corporation has posted electronic copies of this notice of meeting, the Information Circular and the Corporation's annual financial statements for the financial year ended March 31, 2022, together with the notes thereto and the auditors' report thereon and the related management's discussion and analysis (collectively, the "**Meeting Materials**") on the Corporation's website at www.braxiascientific.com and on the Corporation's SEDAR profile at www.sedar.com, instead of printing and mailing out paper copies, as permitted by Canadian securities regulators. Notice-and-access allows issuers to post electronic versions of proxy-related materials online via SEDAR and one other website, rather than mailing paper copies of such materials to Shareholders. Shareholders with questions about notice-and-access can call the Corporation's transfer agent, National Securities Administrators Ltd., toll free at 1-888-787-0888.

How to Obtain Paper Copies of the Meeting Materials

Shareholders may request paper copies of the Meeting Materials, by first class mail, courier or the equivalent at no cost to the Shareholder. Requests may be made by calling toll-free at 1-888-787-0888. Requests may be made up to one year from the date the Information Circular was filed on SEDAR.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received no later than October 24, 2022. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request. **Requests must be made by calling toll-free at 1-888-787-0888.**

How to Vote

If you are unable to attend the Meeting in person, proxies must be submitted to Braxia Scientific Corp.'s transfer agent, National Securities Administrators Ltd., by 10:00 am, (Toronto time), on Thursday October 27, 2022, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting via one of the following methods.

VOTING METHODS	
MAIL or HAND DELIVERY	National Securities Administrators Ltd. 702 – 777 Hornby Street Vancouver, BC V6Z 1S4
FACSIMILE – 24 Hours a Day	604-559-8908
EMAIL	proxy@transferagent.ca
ONLINE	As listed on Form of Proxy or Voter Information Card

If you are a non-registered holder of Common Shares and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

DATED this 16th day of September, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS OF
BRAXIA SCIENTIFIC CORP.**

(signed) “*Dr. Roger McIntyre*”

Dr. Roger McIntyre
CEO and Director