

**NEWSCOPE CAPITAL CORPORATION**

**NOTICE OF MEETING**

**AND**

**MANAGEMENT PROXY CIRCULAR**

**FOR THE**

**SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON APRIL 5, 2021**

# NEWSCOPE CAPITAL CORPORATION

## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** a special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Newscope Capital Corporation (“**Newscope**” or the “**Corporation**”) will be held at 82 Richmond Street East, Toronto, Ontario, M5C 1P1 and by telephone conference call on April 5, 2021 at 11:00 a.m. (Toronto time) for the following purposes:

1. to consider and, deemed advisable, to pass, with or without variation, a special resolution (the “**Resolution**”) substantially in the form of the resolution set out in the Circular approving a change of the name of the Corporation from “Newscope Capital Corporation” to “PharmaTher Ltd.” or such other name as may be selected by the Board of Directors of the Corporation, and an amendment to the Articles of the Corporation in connection therewith; and
2. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

To proactively deal with the unprecedented public health impact of the coronavirus, also known as COVID-19 (“**COVID-19**”) and Provincial and Federal guidance regarding public gatherings, shareholders and proxyholders are strongly encouraged NOT to attend the Meeting in person. The COVID-19 virus is causing unprecedented social and economic disruption and we want to ensure that no one is unnecessarily exposed to any risks. Furthermore, so that the Corporation can mitigate potential risks to the health and safety of shareholders, employees, and the community, there will be strict limitations on the number of persons permitted entry to the Meeting and anyone who is not a registered shareholder or proxyholder will not be permitted entry.

The Corporation urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below and to listen to the Meeting through the live conference call details provided below:

Date and Time: Monday, April 5, 2021, at 11:00 a.m. (Toronto time)

Dial-in Numbers: 647-723-3984 or 1-866-365-4406 from Canada or the US

7 Digit Access Code – 8487744#

\*Participants should dial in approximately 5 to 10 minutes prior to the scheduled start time.

Shareholders who dial in to the Meeting through the call details above will not be able to vote on the matters put forth at the Meeting. Only those registered shareholders or duly appointed proxyholders who attend the Meeting in person will be permitted to vote at the Meeting. The COVID-19 situation is dynamic and continues to evolve daily. If events arise that require the Corporation to make changes to the date, time and/or location of the Meeting it will promptly notify shareholders and communicate any changes through a press release.

The record date (the “**Record Date**”) for determining Shareholders entitled to receive notice of and to vote at the Meeting is March 1, 2021. Only Shareholders whose names have been entered in the register of Shares on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting, provided however that, to the extent a Shareholder transfers the ownership of any of such Shareholder’s Shares after the Record Date and the transferee of those Shares establishes that the transferee owns the Shares and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting. Each Common Share entitled to be voted at the Meeting will entitle the holder to one vote on any matter at the Meeting.

A registered Shareholder may attend the Meeting in person or may be represented by proxy. Registered Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or

postponement thereof. To be effective, the proxy must be received by Newscope's registrar and transfer agent, Computershare Investor Services Inc. ("Computershare") before the proxy cut-off date of 11:00 a.m. Toronto time on Wednesday, March 31, 2021 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time the adjourned or postponed Meeting reconvenes. Registered Shareholders may also transmit voting instructions by:

- (i) Completing, dating and signing the enclosed Proxy and returning it to the Corporation's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax in North America at 1-866-249-7775, or by mail or hand delivery at 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Canada;
- (ii) Using a touch-tone phone to transmit voting choices to the toll-free number given in the Proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll-free number, the Registered Shareholder's account number and the Proxy Control Number; or
- (iii) Using the internet through the website of Computershare at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed Proxy for the Registered Shareholder's account number and the Proxy Control Number.

The proxyholder has discretion and authority under the accompanying form of proxy to consider amendments or variations of the matters of business identified in this Notice of Meeting, as well as any other matters properly brought before the Meeting, or any adjournment or postponement thereof. Shareholders are encouraged to review the Information Circular carefully before submitting the form of proxy.

Beneficial (non-registered) Shareholders who do not hold Shares in their own name but rather through a broker, financial institution, trustee, nominee or other intermediary must complete and return the Voting Instruction Form provided to them or follow the telephone or internet-based voting procedures described therein in advance of the deadline set forth in the Voting Instruction Form in order to have such Shares voted at the Meeting on their behalf. See "Voting Information" in the Information Circular.

By Order of the Board

*"Fabio Chianelli"*  
Fabio Chianelli  
Chief Executive Officer

Toronto, Ontario  
March 1<sup>st</sup>, 2021

# NEWSCOPE CAPITAL CORPORATION

## MANAGEMENT INFORMATION CIRCULAR

### GENERAL INFORMATION RESPECTING THE MEETING

#### SOLICITATION OF PROXIES

**This information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by the management of Newscope Capital Corporation (the “Corporation” or “Newscope”) for use at the special meeting (the “Meeting”) of the shareholders (the “Shareholders”) of Newscope to be held on the 5<sup>th</sup> day of April, 2021 at 11:00 a.m. (Toronto time) to be held at 82 Richmond Street East, Toronto, Ontario, M5C 1P1 and by telephone conference call and at any adjournment(s) thereof, for the purposes set forth in the accompanying notice of meeting (the “Notice of Meeting”).**

Instruments of proxy for Newscope must be received by the Corporation’s registrar and transfer agent, Computershare Trust Company by internet , by facsimile or by email (contact details shown below) not less than 48 hours, excluding Saturdays, Sundays and holidays, before the time set for the holding of the Meeting or any adjournment(s) thereof.

The board of directors (the “Board”) of Newscope have fixed the record date for the Meeting at the close of business on March 1, 2021 (the “Record Date”). Shareholders of Newscope of record as at the Record Date are entitled to receive notice of the Meeting and to vote those Newscope common shares (the “Shares”) included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date.

The instruments of proxy must be in writing and must be executed by the Shareholder or such Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

**THE CORPORATION IS HOLDING ITS MEETING PRIMARILY BY TELEPHONE CONFERENCE CALL DUE TO THE COVID-19 PANDEMIC AND GOVERNMENT ORDERS TO MAINTAIN SOCIAL DISTANCING. SHAREHOLDERS WHO WISH TO ENSURE THAT THEIR SHARES WILL BE VOTED, SHOULD COMPLETE, DATE AND EXECUTE THE ENCLOSED FORM OF PROXY, OR ANOTHER SUITABLE FORM OF PROXY, AND DELIVER IT BY MAIL OR BY FAX IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT IN THE FORM OF PROXY AND IN THE NOTICE ACCOMPANYING THIS CIRCULAR. FOR GREATER CLARITY, PROXIES NEED TO BE RECEIVED BY COMPUTERSHARE BEFORE THE PROXY CUTOFF DATE OF 11:00 A.M., TORONTO TIME ON WEDNESDAY MARCH 31, 2021. SHAREHOLDERS AND PROXYHOLDERS ARE STRONGLY ENCOURAGED NOT TO ATTEND THE MEETING IN PERSON. FURTHERMORE, SO THAT THE CORPORATION CAN MITIGATE POTENTIAL RISKS TO THE HEALTH AND SAFETY OF SHAREHOLDERS, EMPLOYEES, AND THE COMMUNITY, THERE WILL BE STRICT LIMITATIONS ON THE NUMBER OF PERSONS PERMITTED ENTRY TO THE MEETING AND ANYONE WHO IS NOT A REGISTERED SHAREHOLDER OR PROXYHOLDER WILL NOT BE PERMITTED ENTRY.**

The persons named in the enclosed instruments of proxy are directors or officers of Newscope. If you are a Registered Shareholder, you have the right to attend the meeting or vote by proxy and to appoint a person or company other than the person designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of Proxy. Registered Shareholders electing to submit a Proxy may do so by:

- (i) Completing, dating and signing the enclosed Proxy and returning it to the Corporation's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax in North America at 1-866-249-7775, or by mail or hand delivery at 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Canada;
- (ii) Using a touch-tone phone to transmit voting choices to the toll-free number given in the Proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll-free number, the Registered Shareholder's account number and the Proxy Control Number; or
- (iii) Using the internet through the website of Computershare at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed Proxy for the Registered Shareholder's account number and the Proxy Control Number.

In all cases you should ensure the Proxy is received at least 48 hours before the Meeting or the adjournment thereof at which the Proxy is to be used.

Every Proxy may be revoked by an instrument in writing:

- (i) executed by the Registered Shareholder or by his/her attorney authorized in writing or, where the Registered Shareholder is a company, by a duly authorized officer or attorney of the company; and
- (ii) delivered either to the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, at which the Proxy is to be used, or to the chairman of the Meeting on the day of the Meeting or any adjournment thereof;

or in any other manner provided by law.

Only Registered Shareholders have the right to revoke a Proxy. Non-Registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf. If you are a Non-Registered Shareholder, see "Notice to Beneficial Shareholders" below for further information on how to vote your Common Shares.

### REVOCABILITY OF PROXY

**A Shareholder who has submitted a proxy may revoke it at any time prior to the exercise thereof.** If a person who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or such Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized and deposited at the registered office of Newscope, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof, and upon either of such deposits, the proxy is revoked.

### EXERCISE OF DISCRETION BY PROXY

The shares represented by the instrument of proxy enclosed with the Notice of Meeting and this Information Circular will be voted in accordance with the instructions of the Shareholder, **but if no specification is made, the shares will be voted in favour of the matters set forth in the proxy.** If any amendments or variations are proposed at the Meeting or any adjournment thereof to matters set forth in the proxy and described in the accompanying Notice of Meeting and this Information Circular, or if any other matters properly come before the Meeting or any adjournment thereof, the proxy confers upon the Shareholder's nominee discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the person voting the proxy at the Meeting. At the date of this Information Circular,

management of Newscope knows of no such amendments or variations or other matters to come before the Meeting.

## NOTICE TO BENEFICIAL SHAREHOLDERS

**The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Shares in their own name.** Shareholders who do not hold their Shares in their own name should note that only proxies deposited by Shareholders whose names appear on the records of the registrar and transfer agent for Newscope as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Shares will not be registered in the Shareholder's name on the records of the registrar and transfer agent for Newscope. Such Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Shares are registered in the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). The majority of Shares held in the United States are registered in the name of Cede & Co., the nominee for The Depository Trust Company, which is the United States equivalent of CDS Clearing and Depository Services Inc. Shares held by brokers or their nominees can only be voted upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting Shares for their clients. Newscope does not know for whose benefit the Shares registered in the name of CDS & Co. or Cede & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. Often, the Instrument of Proxy or Voting Instruction Form supplied to a Beneficial Shareholder by its broker is substantially similar to the Instrument of Proxy provided to registered Shareholders; however, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder. The majority of brokers and other intermediaries now delegate responsibility for obtaining voting instructions from clients to Broadridge. Broadridge typically mails a scannable Voting Instruction Form in lieu of the Instrument of Proxy provided to registered Shareholders. The Beneficial Shareholder is requested to complete and return the Voting Instruction Form to Broadridge by mail or facsimile. Alternatively, the Beneficial Shareholder may be able to call a toll-free telephone number or access the internet to vote the Shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares held by Beneficial Shareholders and to be represented at the Meeting. A Beneficial Shareholder receiving a Voting Instruction Form cannot use that Voting Instruction Form to vote Shares directly at the Meeting. **The Voting Instruction Form must be returned as directed therein well in advance of the Meeting in order to have the Shares voted.**

Although the Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of the broker or other intermediary, they may attend at the Meeting as a proxyholder for the registered Shareholder and vote your Shares in that capacity. If you are a Beneficial Shareholder and you wish to attend the Meeting and vote Shares you hold as a Beneficial Shareholder, you must do so as proxyholder for the registered Shareholder. To do this, you should enter your own name in the blank space on the Voting Instruction Form provided to you and return the document to Broadridge or your broker or other intermediary in accordance with the instructions therein well in advance of the Meeting.

The Corporation will not send proxy-related materials directly to non-objecting Beneficial Shareholders – such materials will be delivered to non-objecting Beneficial Shareholders by Broadridge or through the non-objecting Beneficial Shareholder's intermediary. Newscope will pay for the costs of intermediaries to deliver the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to objecting Beneficial Shareholders.

## VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The authorized capital of the Corporation consists of an unlimited number of Shares without nominal or par value. As of March 1, 2021 the Corporation had outstanding 69,734,865 Shares. At the Meeting, upon a show of hands, every Shareholder present in person or represented by Instrument of Proxy and entitled to vote shall have one vote for each Share held. On a poll or ballot, every Shareholder present in person or by Instrument of Proxy has one vote for each Share held.

If two or more persons hold Shares jointly, one of those Shareholders present at the Meeting may in the absence of the others vote the Shares, but if two or more of those persons who are present, in person or by Instrument of Proxy, vote, they shall vote as one on the Shares jointly held by them.

To the knowledge of the directors and senior officers of the Corporation, the following beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of the issued and outstanding Shares of the Corporation.

<u>Name and Address</u>	<u>Class of Securities</u>	<u>Number of securities owned or controlled</u>	<u>Percentage of class of outstanding voting shares</u>
Fabio Chianelli Woodbridge, Ontario	Common	15,275,000	21.90%

### *Quorum for Meeting*

At the Meeting, a quorum shall consist of two (2) or more persons either present in person or represented by Instrument of Proxy and representing in the aggregate not less than 5% of the outstanding Shares entitled to vote at the Meeting. If a quorum is not present at the beginning of the Meeting, the Shareholders present may adjourn the Meeting to a fixed time and place but may not transact any other business.

## MATTERS TO BE ACTED UPON AT THE MEETING

### *Proposed Name Change*

In June 2020, Newscope acquired all of the issued and outstanding common shares and warrants of PharmaTher Inc. As a result, PharmaTher Inc. became a wholly-owned subsidiary of Newscope and the business of PharmaTher Inc. became the business of the Corporation.

Management believes that a name change will be appropriate to reflect the business of the Corporation. Management is recommending that the name of the Corporation be changed from “Newscope Capital Corporation” to “PharmaTher Ltd.” or such other name as may be selected by the Board (the “Name Change”).

At the Meeting, shareholders will be asked to consider and, if thought fit, to pass, with or without amendment, the following special resolution:

“RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. the Articles of the Corporation be amended to change the name of the Corporation from “Newscope Capital Corporation” to “PharmaTher Ltd.”, or such other name as may be selected by the Board;
2. any one officer or director of the Corporation, alone, be and he or she is hereby, authorized and empowered, acting for, in the name of and on behalf of the Corporation, to do all things and execute all instruments determined necessary or desirable to give effect to this special resolution including, without limitation, to execute (under the corporate seal of the Corporation or otherwise) and deliver articles of amendment of the Corporation, the execution of any such instrument or the doing of any such other act or thing being conclusive evidence of such determination; and

- the directors of the Corporation, in their sole and complete discretion, may act upon this resolution to effect the name change, or if deemed appropriate and without any further approval from the shareholders of the Corporation, may choose not to act upon this resolution notwithstanding shareholder approval of the name change and are authorized to revoke this resolution in their sole discretion at any time prior to the endorsement of a certificate of amendment of articles in respect of the name change.”

In order to be effective, the foregoing resolution requires the approval of not less than 66 2/3% of the votes cast by the shareholders represented at the Meeting in person or by proxy.

Even if the foregoing resolution is approved, the Board retains the power to revoke it at all times without any further approval by the Shareholders. The Board will only exercise such power in the event that it is, in its opinion, in the best interest of the Corporation.

#### *Recommendation of the Board of Directors*

The board of directors of Newscope have unanimously determined that the Name Change is in the best interests of Newscope and fair to shareholders of Newscope and have authorized the submission of the Name Change to the Newscope shareholders for approval. **The board of directors of Newscope unanimously recommend that shareholders of Newscope vote FOR the Name Change.**

The management representatives named in the accompanying form of proxy intend to vote in favour of the foregoing resolution to approve the name change, unless a shareholder specifies in the proxy that his or her Shares are to be voted against the resolution to approve the name change

#### **OTHER MATTERS**

Management knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. **However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter with the best judgement of the person or persons voting the proxy.**

#### **DIRECTORS' APPROVAL**

The contents and sending of this Information Circular have been approved by the directors of the Corporation.

**DATED** at Toronto, Ontario this 1<sup>st</sup> day of March, 2021

By Order of the Board of Directors

*“Fabio Chianelli“*

Fabio Chianelli

Chief Executive Officer