



PHARMATHER HOLDINGS LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of PharmaTher Holdings Ltd. (the “**Corporation**”) will be held at 82 Richmond Street East, Toronto, Ontario, M5C 1P1 and by telephone conference call on Thursday, November 25, 2021 at 11:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended May 31, 2021, together with the report of the auditors thereon;
2. to elect four (4) directors of the Corporation for the ensuing year;
3. to appoint Clearhouse LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

An “ordinary resolution” is a resolution passed by at least a majority of the shareholders voting in person and by proxy.

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: Thursday, November 25, 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 – 3616167#

*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 October 22, 2021. Only Shareholders whose names have been entered in the register of common 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 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 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 common 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 enclosed form of proxy or voting instruction form must be mailed faxed or voted online at www.voteproxy.ca so as to reach or be deposited with Marrelli Trust Company Limited, the Company's transfer agent (in the case of registered holders and beneficial holders with control numbers) at 620-1111 Melville Street, Vancouver, BC, V6K 1C9; Fax: 604-200-5061, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the "Proxy Deadline"), or to your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline.

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 common 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 common shares voted at the Meeting on their behalf. See "Voting Information" in the Information Circular.

DATED this 22nd day of October, 2021

**BY ORDER OF THE BOARD OF DIRECTORS OF
PHARMATHER HOLDINGS LTD.**

(signed) "Fabio Chianelli"

Fabio Chianelli
Chairman & Chief Executive Officer