

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF GENETETHER
THERAPEUTICS INC. TO BE HELD ON DECEMBER 12, 2024**

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of voting Common Shares (the “**Common Shares**”) of GeneTether Therapeutics Inc. (the “**Corporation**”) will be held on December 12, 2024, at 9:00 a.m. (Eastern Time) at 376 Victoria Ave Suite 200, Westmount, Quebec H3Z 1C3 and virtually via live webcast at <https://us02web.zoom.us/j/81509762376?pwd=WXARGDfj5vQJ4hUiFpBkEQmy6N4I5x.1> for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 31, 2023, together with the report of the auditors thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to consider and if deemed appropriate, to pass an ordinary resolution to appoint Dale Matheson Carr-Hilton Labonte LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix the auditors’ remuneration;
4. to consider and if deemed appropriate, to pass, with or without variation, an ordinary resolution approving the Corporation’s stock option plan as more particularly set forth in the accompanying management information circular (the “**Circular**”);
5. to consider and if deemed appropriate, to approve, with or without variation, an ordinary resolution (the “**License Resolution**”) of minority shareholders authorizing and approving a related party transaction (as defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*) (“**MI 61-101**”) involving a non-arm’s length license agreement (the “**License Agreement**”) between the Corporation and EGB Ventures, through its operating entity, (“**EGB Ventures**”) pursuant to which, among other things, EGB Ventures would grant an exclusive license of its drug candidate, STS-201, to the Corporation, as more particularly set forth in the accompanying Circular;
6. to consider and if deemed appropriate, to approve, with or without variation, an ordinary resolution (the “**Private Placement Resolution**”) authorizing and approving, in accordance with Section 4.6(2)(a)(ii) of Policy 4 of the Canadian Securities Exchange, offering of units of the Corporation (the “**Units**”) by way of private placement (the “**Private Placement**”), as more particularly set forth in the accompanying Circular;
7. to consider and if deemed appropriate, to approve, with or without variation, an ordinary resolution (the “**Related Party Private Placement Resolution**”) of minority shareholders authorizing and approving a related party transaction (as defined in MI 61-101) involving the issuance of Units under the Private Placement to Dr. William Garner, a related party to the Corporation, as more particularly set forth in the accompanying Circular; and
8. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The Corporation is offering a virtual option for Shareholders to listen to the Meeting via virtual webcast at: <https://us02web.zoom.us/j/81509762376?pwd=WXARGDfj5vQJ4hUiFpBkEQmy6N4I5x.1>. Via the virtual webcast, guests will be able to listen to the Meeting but will not be able to vote. If you intend to listen to the Meeting via the virtual webcast, you must vote on the matters prior to the Meeting by proxy, appointing the person designated in the proxy form or voting instruction form. You will find important information and detailed instructions about how to participate in the Meeting in the Circular.

Shareholders are referred to the accompanying Circular for more detailed information with respect to the matters to be considered at the Meeting. **It is a condition to the completion of the License Agreement and the Private Placement that the License Resolution, Private Placement Resolution and Related Party Private Placement Resolution each be approved at the Meeting. The board of directors of the Corporation (Dr. William Garner and Daren Graham abstaining) unanimously recommends that**

Shareholders vote FOR the License Resolution, the Private Placement Resolution and the Related Party Private Placement Resolution. The board of directors of the Corporation unanimously recommends that Shareholders vote FOR all other resolutions presented to the Shareholders at the Meeting.

The License Resolution and the Related Party Private Placement Resolution must receive minority approval (as defined in applicable securities laws) of the votes cast by Shareholders either in person or by proxy at the Meeting.

Record Date

The Board of Directors have fixed November 8, 2024 as the Record Date for the Meeting. Holders of Common Shares of record at the close of business on November 8, 2024 are entitled to receive Notice of the Meeting and to vote thereat or at any adjournment(s) thereof.

Delivery of Proxies

In order to be represented by proxy at the Meeting, you must complete, date, and sign the enclosed Instrument of Proxy and deliver it to our transfer agent, Odyssey Trust Company. The Instrument of Proxy will not be valid and will not be acted upon or voted unless it is completed as outlined in the Instrument of Proxy and the individual has deposited it with Odyssey Trust Company by either (i) email to proxy@odysseytrust.com, (ii) by facsimile to 1-800-517-4553, (iii) by mail to Odyssey Trust Company Trader's Bank Building 702, 67 Yonge Street, Toronto, ON M5E 1J8 or (iv) by visiting their website at <https://vote.odysseytrust.com>, no later than 48 hours preceding the time of the Meeting or any adjournment or postponement thereof.

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 Annual General and Special Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Circular carefully before submitting the proxy form.

It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote IN FAVOUR of the License Resolution, the Private Placement Resolution, the Related Party Private Placement Resolution and all other resolutions presented to the Shareholders at the Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Roland Boivin"

Roland Boivin
Chief Executive Officer and Director

November 10, 2024