

**MARVEL BIOSCIENCES CORP.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON FEBRUARY 15, 2022**

TAKE NOTICE that an Annual and Special Meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of Marvel Biosciences Corp. (the “**Corporation**”) will be held on Tuesday, February 15, 2022 at 11:00 a.m. (Calgary time), as a completely virtual meeting via live webcast at [web.lumiagm.com/234-375-065](http://web.lumiagm.com/234-375-065) for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended July 31, 2021 and the report of the auditors thereon;
2. to set the number of directors to be elected at the Meeting at four (4);
3. to elect directors for the ensuing year as described in the accompanying management information circular (the “**Management Information Circular**”);
4. to appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
5. to approve, with or without modification, the ordinary resolution ratifying and adopting a new form of stock option plan of the Corporation, which ordinary resolution must be approved by disinterested shareholders, as more particularly set forth in the accompanying Management Information Circular;
6. to consider, and if thought fit, approve, with or without modification, the ordinary resolution as more particularly set forth in the Management Information Circular, which ordinary resolution must be approved by disinterested shareholders, ratifying and confirming grants of an aggregate of 2,125,000 stock options to directors and officers of the Corporation;
7. to consider, and if thought fit, approve, with or without modification, the ordinary resolution as more particularly set forth in the Management Information Circular, which ordinary resolution must be approved by disinterested shareholders, ratifying and confirming grants of an aggregate of 700,000 stock options to certain consultants of the Corporation; and
8. to transact such other business that may properly come before the Meeting or any adjournment thereof.

The details of all matters to be put before shareholders at the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The board of directors has fixed the close of business on January 6, 2022 as the record date for determining holders of Common Shares who are entitled to notice of and to attend and vote at the Meeting.

**The Corporation is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with directors of the Corporation and management as well as other shareholders. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at [web.lumiagm.com/234-375-065](http://web.lumiagm.com/234-375-065). Beneficial shareholders (being shareholders who hold their Common Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will not be able to attend, participate or vote at the Meeting.**

**As a shareholder of the Corporation, it is very important that you read the Management Information Circular of the Corporation dated January 6, 2022 and other Meeting materials carefully. They contain important information with respect to voting your Common Shares and attending and participating at the Meeting.**

**A shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your Common Shares, including if you are a nonregistered shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, shareholders MUST send an email to [marvel@odysseytrust.com](mailto:marvel@odysseytrust.com) and provide Odyssey Trust Company ("Odyssey") with their proxyholder's contact information, number of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Odyssey may provide the proxyholder with a Username via email.**

Your participation as a shareholder is very important to the Corporation. Please ensure your Common Shares are represented at the Meeting.

DATED at Calgary, Alberta, this 6<sup>th</sup> day of January 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) *"J. Roderick Matheson"*

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J. Roderick Matheson  
CEO and Chairman of the Board