



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 27, 2025**

AND

INFORMATION CIRCULAR

February 10, 2025

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this notice and information circular, you should immediately contact your advisor.

ME THERAPEUTICS HOLDINGS INC.

177 Robson Street
Vancouver, BC V6B 0N3
Telephone: 236.516.7714

NOTICE OF ANNUAL GENERAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of shareholders of ME Therapeutics Holdings Inc. (the “**Company**”) will be held at the offices of DLA Piper (Canada) LLP at 1133 Melville Street, Suite 2700, Vancouver, BC V6E 4E5 on Thursday, March 27, 2025, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal year ended August 31, 2024, and the accompanying report of the auditors;
- (2) to set the number of directors of the Company for the ensuing year at four (4);
- (3) to elect Dr. Salim Zulifkar Dhanji, Dr. John Priatel, Dr. Kenneth Harder and Karim Nanji as directors of the Company;
- (4) to appoint Davidson & Company LLP as the auditors of the Company for the fiscal year ending August 31, 2025 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending August 31, 2025; and
- (5) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of Meeting (the “**Notice of Meeting**”).

The board of directors of the Company has fixed February 10, 2025 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

Notice-and-Access

The Company has elected to use the notice and access (“**Notice and Access**”) provisions under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations* to distribute Meeting materials to shareholders. Notice and Access allows issuers to post electronic versions of proxy related materials on SEDAR+ and on one additional website, rather than mailing paper copies to shareholders. Shareholders have the right to request hard copies of any proxy related materials posted online by the Company under Notice and Access.

Meeting materials, including the Circular, are available under the Company's profile at www.sedarplus.com and also at www.metherapeutics.com. The Company will provide to any shareholder, free of charge, upon request to the Company's transfer agent, Odyssey Trust Company ("**Odyssey Trust**") at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America), a paper copy of the Circular and any financial statements or management's discussion and analysis of the Company filed with the applicable securities regulatory authorities during the past year. In order to allow reasonable time for you to receive and review a paper copy of the Circular or other document prior to the proxy deadline, you should make your request for a paper copy to Odyssey Trust by February 25, 2025.

Shareholders will have the opportunity to participate at the Meeting via the Microsoft Teams link below. Additionally, shareholders can participate via teleconference by calling +1 604-901-0719. Callers should dial in fifteen to twenty minutes prior to the scheduled time of the Meeting and input conference code 689812823# to join the Meeting. Please refer to the sections titled "Appointment of Proxyholders", "Voting of Shares and Proxies and Exercise of Discretion by Designated Persons", "Advice to Beneficial Shareholders" and "Revocation of Proxies" in the Circular for details on how to vote at the Meeting. **Shareholders will not be able to vote through the Microsoft Teams link or by teleconference. We encourage shareholders to vote their Common Shares prior to the Meeting by any of the means described in the Circular.**

The Microsoft Teams Meeting ID and passcode below has been provided to enable Shareholders to participate in the Meeting:

Meeting ID: 252 707 160 679

Passcode: EG3p7TK3

Link: https://teams.microsoft.com/l/meetup-join/19%3ameeting_NDUzNzA2NWUtODVIYy00YzUwLTlmYTEtOTI3YmQyMGZiNW5%40threadd.v2/0?context=%7b%22Tid%22%3a%22b925436f-dc0f-4783-9a0e-ebd3680ae995%22%2c%22Oid%22%3a%22988e9270-422e-4e05-b6cf-53cbec04ae53%22%7d

The conference number below has been provided to enable Shareholders to participate in a voice only conference call for the Meeting:

Dial in: +1 604-901-0719 Canada, Vancouver

Dial in: +1 587-774-8973 Canada, Calgary

Phone Conference ID: 689 812 823#

Only shareholders whose names have been entered in the register of shareholders at the close of business on February 10, 2025, the record date for the Meeting, will be entitled to receive notice of and to vote at the Meeting. A registered shareholder may attend the Meeting in person or may be represented by proxy. 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 must be deposited with the Company's registrar and transfer agent, Odyssey Trust., by mail or delivery to United Kingdom Building, 350 – 409 Granville Street, Vancouver BC V6C 1T2 301, Attn: Proxy Department, no later than 10:00 a.m. (Vancouver time) on March 25, 2025, being at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered

under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 10th day of February, 2025.

By Order of the Board of Directors of

ME THERAPEUTICS HOLDINGS INC.

“Salim Zulifkar Dhanji”

Dr. Salim Zulifkar Dhanji

Chief Executive Officer and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.

ME THERAPEUTICS HOLDINGS INC.

177 Robson Street
Vancouver, BC V6B 0N3
Telephone: 236.516.7714

INFORMATION CIRCULAR

February 10, 2025

INTRODUCTION

This information circular (the “**Information Circular**”) accompanies the notice of annual general meeting of shareholders (the “**Notice**”) of ME Therapeutics Holdings Inc. (the “**Company**”) and is furnished to shareholders (each, a “**Shareholder**”) holding common shares (each, a “**Share**”) of the Company in connection with the solicitation by the management of the Company of proxies to be voted at the annual general meeting (the “**Meeting**”) of the Shareholders to be held at 10:00 a.m. (PST) on Thursday, March 27, 2025 at the offices of DLA Piper (Canada) LLP at 1133 Melville Street, Suite 2700, Vancouver, BC V6E 4E5, or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is February 10, 2025. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation to any of the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining authorization from their principals to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers who are NOBOs (as defined below), and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Notice and Access

The Company has elected to use the “notice and access” provisions (“**Notice and Access**”) that came into effect on February 11, 2013 under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”) of the Canadian Securities Administrators, for distribution of this Circular and other meeting materials, including the form of proxy, the voting instruction form (the “**VIF**”) and the Notice of Meeting (collectively, the “**Meeting**”).

Materials”), to registered shareholders of the Company and Non Registered Holders (as defined herein), other than those shareholders with existing instructions on their accounts to receive printed materials or those shareholders that request printed Meeting Materials.

Notice and Access allows issuers to post electronic versions of certain Meeting Materials online, via SEDAR+ and one other website, rather than mailing paper copies of such meeting materials to shareholders. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

The Company has posted the Meeting Materials, and its audited financial statements and management’s discussion and analysis for the year ended August 31, 2024, under its profile at www.sedarplus.com and also at www.metherapeutics.com.

Although the Meeting Materials will be posted electronically online, registered shareholders and Non Registered Holders (subject to the provisions set out below under the heading “*Advice to Beneficial Shareholders*”) will receive a “notice package” (the “**Notice and Access Notification**”) by prepaid mail, which includes the information prescribed by NI 54-101, and a form of proxy, in the case of registered shareholders, or VIF, in the case of Non Registered Holders, enabling them to vote at the Meeting. Shareholders should follow the instructions for completion and delivery contained in the form of proxy or VIF, and are reminded to review the Circular before voting.

Shareholders will not receive paper copies of the Meeting Materials unless they contact the Company’s transfer agent, Odyssey Trust Company (“**Odyssey Trust**”) at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America). Provided the request is made prior to the Meeting, Odyssey Trust will mail the requested materials within three business days. Requests for paper copies of the Meeting Materials should be made by February 25, 2025 in order to receive the Meeting Materials in time to vote before the Meeting.

Shareholders with questions about Notice and Access may contact Odyssey Trust at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America), or the Company at +1 (236) 516-7714.

Appointment of Proxy

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Share that such Shareholder holds on the record date of February 10, 2024 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING.

A SHAREHOLDER MAY EXERCISE THIS RIGHT BY INSERTING THE NAME OF SUCH OTHER PERSON IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE’S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER’S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

The Shareholder may vote by mail, by telephone or via the Internet by following instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British

Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. The Chairman of the Meeting, in his sole discretion, may accept completed forms of proxy on the day of the Meeting or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

Revocation of Proxies

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Shares and Proxies and Exercise of Discretion by Designated Persons

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space on the proxy. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares of a Shareholder on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those Shareholders who do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at

the Meeting. If Shares are listed in an account statement provided by a broker, then in almost all cases those Shares will not be registered in the Beneficial Shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the Beneficial Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to the names of all Beneficial Shareholders. 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 to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by his, her or its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. If Beneficial Shareholders receive the voting instruction forms from Broadridge, they are requested to complete and return the voting instruction forms to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the applicable Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his, her or its broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that his, her or its broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his, her or its Shares.

Beneficial Shareholders consist of non-objecting beneficial owners (each, a "**NOBO**") and objecting beneficial owners (each, an "**OBO**"). A NOBO is a beneficial owner of securities that has provided instructions to an intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner does not object, for that account, to the intermediary disclosing ownership information about the beneficial owner under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") of the Canadian Securities Administrators. An OBO means a beneficial owner of securities that has provided instructions to an intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner objects, for that account, to the intermediary disclosing ownership information about the beneficial owner under NI 54-101.

The Company is sending proxy-related materials directly to NOBOs of the Shares. The Company will not pay for the delivery of proxy-related materials to OBOs of the Shares under NI 54-101 and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*. The OBOs of the Shares will not receive the materials unless their intermediary assumes the costs of delivery.

All references to Shareholders in this Information Circular are to registered Shareholders, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Shares without par value. As of the record date, determined by the board of directors of the Company (the “**Board**”) to be the close of business on February 10, 2025, a total of 29,589,438 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only registered Shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% of the voting rights attached to the outstanding Shares of the Company, other than as set forth below:

Name of Shareholder	Number of Shares Owned	Percentage of Outstanding Shares ⁽¹⁾
Dr. Salim Zulifkar Dhanji	4,175,143 ⁽²⁾	14.1%
Dr. John Priatel	4,175,143 ⁽³⁾	14.1%
Dr. Kenneth Harder	4,168,643 ⁽³⁾	14.1%
Mr. Rahim Dhanji	3,848,115	13.0%

Notes:

⁽¹⁾ Based on 29,589,438 Shares issued and outstanding as of February 10, 2025.

⁽²⁾ Does not include 800,000 stock options to purchase Shares.

⁽³⁾ Does not include 250,000 stock options to purchase Shares.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the year ended August 31, 2024 together with the auditor’s report thereon, will be presented to the Shareholders at the Meeting. The Company’s financial statements and management discussion and analysis are available on SEDAR+ at www.sedarplus.ca.

NUMBER OF DIRECTORS

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at four (4). An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

Management recommends that Shareholders vote for the approval of setting the number of directors of the Company for the ensuing year at four (4).

ELECTION OF DIRECTORS

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal.

The Articles of the Company include an advance notice provision (the "**Advance Notice Provision**") with respect to the nomination of directors in certain circumstances. For the nomination of a director to be timely, the nominating Shareholder (the "**Nominating Shareholder**") must provide advance notice of the nomination to the Company as follows:

- (a) in the case of an annual meeting of Shareholders, not less than 30 and not more than 65 days prior to the date of the annual meeting of Shareholders; provided, however, that in the event that the annual meeting of Shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder is to be made not later than the close of business on the 10th day after the Notice Date in respect of such meeting; and
- (b) in the case of a special meeting (which is not also an annual meeting) of Shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting of Shareholders was made.

No nominations of directors for the Meeting by the Nominating Shareholders were received in accordance with the provisions of the Advance Notice Provision.

Management of the Company proposes to nominate all of the current directors of the Company, as set out in the table below, for election by the Shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years ⁽¹⁾	Director Since	Number of Shares Owned ⁽¹⁾
Dr. Salim Zulifkar Dhanji ⁽²⁾ British Columbia, Canada <i>Chief Executive Officer and Director</i>	Dr. Dhanji has been the Chief Executive Officer (" CEO ") and a director of the Company since March 9, 2023, the CEO and a director of ME Therapeutics Inc. (" ME Therapeutics "), a wholly owned subsidiary of the Company, since September 16, 2014 and is the founder of ME Therapeutics. Dr. Dhanji is a former director of preclinical research at Qu Biologics with industry and academic expertise in cancer, autoimmunity and inflammation. In addition to his experience in biotechnology, Dr. Dhanji is the President of Perceptive Property Development and has served in this role since 2013.	March 9, 2023	4,175,143 ⁽⁴⁾
Dr. Kenneth Harder British Columbia, Canada <i>Director</i>	Dr. Harder has been a director of the Company since March 9, 2023 and ME Therapeutics since September 16, 2014. Dr. Harder is an associate professor at the University of British Columbia (" UBC ") with expertise in myeloid cell biology and cancer. Dr. Harder has been working at UBC since 2006 and this continues to be his primary occupation.	March 9, 2023	4,168,643 ⁽⁵⁾

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years ⁽¹⁾	Director Since	Number of Shares Owned ⁽¹⁾
Dr. John Priatel ⁽²⁾⁽³⁾ British Columbia, Canada <i>Director</i>	Dr. Priatel has been a director of the Company since March 9, 2023 and a director of ME Therapeutics since September 16, 2014. Dr. Priatel is an Honorary Assistant Professor in UBC's Department of Pathology and Laboratory Medicine, with expertise in lymphocyte biology, inflammation and cancer. Accompanying Dr. Priatel's experience in biotechnology, he is also an owner/operator of Bay Street Properties, a property management company which manages several residential real estate assets.	March 9, 2023	4,175,143 ⁽⁵⁾
Karim Nanji ⁽²⁾ British Columbia, Canada <i>Director</i>	Mr. Nanji has been a director of the Company since June 7, 2023. Mr. Nanji is an experienced public director and has experience with start-up companies. Mr. Nanji has a background in retail financial services for underbanked, underserved and credit-challenged consumers in Canada, the United States and international markets. Mr. Nanji has over 25 years of experience across start-up, growth, enterprise and Fortune 500 organizations. Mr. Nanji is currently the CEO and a director of Marble Financial Inc., a fin-tech company listed on the Canadian Securities Exchange (the "Exchange"). Prior to his current position, Mr. Nanji was VP, Product & Partnerships with Progressa, a consumer finance company from October 2016 until March 2019. Prior thereto, he was VP Product & Technology with Crelogix Acceptance Corporation from February 2015 until October 2016.	June 7, 2023	Nil ⁽⁶⁾

Notes:

- (1) Information has been furnished by the respective nominees individually.
- (2) Member of the Audit Committee.
- (3) Chairman of the Audit Committee.
- (4) Does not include 800,000 stock options to purchase Shares with each stock option exercisable into one Share at a price of \$0.45 per Share until March 31, 2026.
- (5) Does not include 250,000 stock options to purchase Shares with each stock option exercisable into one Share at a price of \$0.45 per Share until March 31, 2026.
- (6) Does not include 250,000 stock options to purchase Shares, with each stock option exercisable into one Share at a price of \$0.45 per Share until June 7, 2026.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Shares represented by proxies for the election of any other persons as directors.

Management recommends that Shareholders vote for the election of each of the nominees listed above as a director of the Company.

Orders

To the best of management's knowledge, no proposed director of the Company is, or within the ten (10) years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in

effect for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

- (b) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

To the best of management's knowledge, no proposed director of the Company is, or within ten (10) years before the date of this Information Circular, has been, a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency.

Penalties and Sanctions

To the best of management's knowledge, no proposed director of the Company has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Statement of Executive Compensation:

"NEO" or **"named executive officer"** means:

- (a) each individual who served as chief executive officer ("**CEO**") of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer ("**CFO**") of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year, and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

"plan" includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“underlying securities” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The below table summarizing compensation paid, directly or indirectly to the NEOs, is only being reported for the fiscal year ended August 31, 2024 (“Fiscal 2024”).

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof for the period ending August 31, 2023 and 2024, other than stock options and other compensation securities:

Name and Position	Year ⁽¹⁾	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites ⁽²⁾ (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Dr. Salim Dhanji ⁽³⁾ CEO and Director	2024	\$50,000	Nil	Nil	Nil	Nil	\$50,000
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Quinn Martin ⁽⁴⁾ CFO	2024	\$37,500	Nil	Nil	Nil	Nil	\$37,500
	2023	\$28,833 ⁽⁴⁾	Nil	Nil	Nil	\$19,000 ⁽⁵⁾	\$47,833 ⁽⁴⁾⁽⁵⁾
Jamil Kassam ⁽⁶⁾ Corporate Secretary	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Dr. John Priatel ⁽⁷⁾ Director	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Dr. Kenneth Harder ⁽⁸⁾ Director	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Karim Nanji ⁽⁹⁾ Director	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Ross Ewaniuk ⁽¹⁰⁾ Former President and Former Director	2024	N/A	N/A	N/A	N/A	N/A	N/A
	2023	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) For the years ended August 31, 2023 and 2024.

(2) “Perquisites” include perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are: (a) \$15,000, if the NEO or director’s total salary for the financial year is \$150,000 or less, (b) 10% of the NEO or director’s salary for the financial year if the NEO or director’s total salary for the financial year is greater than \$150,000 but less than \$500,000, or (c) \$50,000 if the NEO or director’s total salary for the financial year is \$500,000 or greater.

(3) Mr. Dhanji was appointed as CEO and as a director on March 9, 2023. Pursuant to the CEO Agreement (as defined below), Mr. Dhanji receives a monthly salary of \$10,000 per month plus GST made payable in cash. For additional details with

respect Mr. Dhanji's compensation, see "Executive Compensation – Employment, Consulting and Management Agreements – Chief Executive Officer Agreement".

- (4) Mr. Martin was appointed as CFO on March 9, 2023. Pursuant to the CFO Agreement (as defined below), Donaldson Brohman Martin CPA Inc. ("DBM"), a company in which Mr. Martin is a principal, receives a monthly consulting fee of \$4,000 plus GST made payable in cash. For additional details with respect Mr. Martin's compensation, see "Executive Compensation – Employment, Consulting and Management Agreements – Chief Financial Officer Agreement".
- (5) In addition to the monthly fee paid to DBM, pursuant to the CFO Agreement, DBM was paid additional fees for services provided in connection with the listing of the Shares on the Exchange. For additional details with respect Mr. Martin's compensation, see "Executive Compensation – Employment, Consulting and Management Agreements – Chief Financial Officer Agreement".
- (6) Mr. Kassam was appointed as Corporate Secretary on March 9, 2023.
- (7) Mr. Priatel was appointed as a director on March 9, 2023.
- (8) Mr. Harder was appointed as a director on March 9, 2023.
- (9) Mr. Nanji was appointed as a director on June 7, 2023.
- (10) Mr. Ewaniuk was appointed President and as a director of the Company on November 9, 2021 and resigned as the CEO and a director on March 9, 2023.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in Fiscal 2024 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price \$	Closing Price of Security or Underlying Security on Date of Grant \$	Closing Price of Security or Underlying Security at Year End \$	Expiry Date
Dr. Salim Dhanji CEO and Director	Stock Options	N/A	N/A	N/A	N/A	N/A	N/A
Quinn Martin CFO	Stock Options	N/A	N/A	N/A	N/A	N/A	N/A
Jamil Kassem Corporate Secretary	Stock Options	N/A	N/A	N/A	N/A	N/A	N/A
Dr. John Priatel Director	Stock Options	N/A	N/A	N/A	N/A	N/A	N/A
Dr. Kenneth Harder Director	Stock Options	N/A	N/A	N/A	N/A	N/A	N/A
Karim Nanji Director	Stock Options	N/A	N/A	N/A	N/A	N/A	N/A

Exercise of Compensation Securities by Directors and NEOs

No stock options were exercised by directors and NEOs during Fiscal 2024.

Stock Option Plans and Other Incentive Plans

The Board adopted a stock option plan (the “Plan”) on March 31, 2023 and the shareholders approved the Plan on October 12, 2022. The purpose of the Plan is to attract and retain directors, officers, employees and consultants of the Company and to motivate them to advance the interest of the Company by affording them with the opportunity to acquire an equity interest in the Company through the grant of stock options under the Plan. The Plan provides that the number of Shares available for issuance is subject to the restrictions imposed under applicable securities laws or Exchange policies and, in any case, shall not exceed 15% of the total number of issued Shares (calculated on a non-diluted basis) at the time any stock option is granted.

The Plan will be administered by the Board, which will have full and final authority with respect to the granting of all stock options thereunder.

Stock options may be granted under the Plan to such directors, officers, employees, or consultants of the Company and its affiliates, if any, as the Board may from time to time designate. The exercise price of stock option grants will be determined by the Board, subject to compliance with the policies of the Exchange. All stock options granted under the Plan will expire not later than the date that is ten years from the date that such stock options are granted. Stock options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 30 days from date of termination other than for cause, or as set forth in each particular stock option agreement; (iii) 90 days from the date of disability; or (iv) twelve months from the date of death. Stock options granted under the Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

As at February 10, 2025, there were 2,796,670 stock options outstanding under the Plan.

Oversight and Description of Director and NEO Compensation

The Board will be responsible for setting the overall compensation strategy of the Company and administering the Company’s executive compensation program with input from the CEO of the Company in respect of all executive officers other than the CEO. As part of its mandate, the Board will approve the remuneration of the Company’s executive officers, including any NEOs of the Company. The Board will also be responsible for reviewing the Company’s compensation policies and guidelines generally.

The objective of the Company’s executive compensation program will be to motivate, reward, and retain management talent that is needed to achieve the Company’s business objectives. The compensation program is designed to ensure that compensation is competitive with other companies of similar size and is commensurate with the experience, performance, and contribution of the individuals involved and the overall performance of the Company. In evaluating performance, consideration is given to the Company’s long-term interests as well to the qualitative aspects of the individual’s performance and achievements. Compensation for directors of the Company, if any, will also be determined by the Board on an annual basis.

Compensation Objectives and Principles

The compensation program for the senior management of the Company will be designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining qualified executives;
- (b) motivating the short and long-term performance of these executives; and

- (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company will employ a combination of base salary, bonus compensation and equity participation through the Plan. The Company will not provide any retirement benefits for its directors or officers.

Elements of Compensation

The executive compensation program is comprised of three principal components: (i) base salaries; (ii) bonuses, and (iii) an option plan which will be designed to provide a combination of cash and equity-based compensation to effectively retain and motivate the executive officers to achieve the Company's goals and objectives. Each component of the executive compensation program is described below.

Base Salary

Executive officers may be paid or are currently being paid, as applicable, a base salary to compensate them for providing the leadership and specific skills needed to fulfill their responsibilities. The payment of base salaries is an important component of the intended compensation program and serves to attract and retain qualified individuals. The base salaries for the executive officers will be reviewed annually by the Board and will be determined by considering the contributions made by the executive officers, how their compensation levels related to compensation packages that would be achievable by such officers from other opportunities, and publicly available salary data. Salaries of the executive officers will not be determined based on benchmarks or a specific formula.

Dr. Dhanji, the CEO and a director of the Company, will be paid \$10,000 per month plus GST made payable in cash. Given the past and ongoing contributions of Dr. Dhanji to the Company, the Board has determined that payment of a base salary to Dr. Dhanji is warranted taking into consideration the Company's financial position and comparative compensation data available. For additional details with respect to Dr. Dhanji's compensation, see "*Executive Compensation - Employment, Consulting and Management Agreements – Chief Executive Officer Agreement*".

Mr. Martin will be paid an aggregate of \$48,000 per year (comprised of \$4,000 per month plus GST made payable in cash). Additional compensation may be paid to Mr. Martin, from time to time, in accordance with the CFO Agreement for additional services rendered. For additional details with respect Mr. Martin's compensation, see "*Executive Compensation – Employment, Consulting and Management Agreements – Chief Financial Officer Agreement*".

Jamil Kassam, the Corporate Secretary of the Company, has not received any base salary to date. As of the date hereof, the Company does not anticipate any changes to any of the compensation arrangements for Mr. Kassam.

Bonus Incentive Compensation

The Board may from time to time approve bonus payments to reward executive officers for their contribution to the achievement of annual corporate goals and objectives. Bonuses will also serve as a retention incentive for executive officers so that they remain in the employ of the Company. The payment of bonuses is consistent with the intended overall objective of the Company to reward performance.

Equity Participation

Equity participation will be accomplished predominantly through the Plan. Stock options may be granted to executives employees and consultants considering a number of factors, including the amount and term of stock options previously granted, base salary and bonuses and competitive factors. The amounts and terms of stock options granted are determined by the Board.

Compensation Process

The Company does not have a compensation committee or a formal compensation policy. The Company will rely solely on the directors to determine the compensation of any NEOs. In determining compensation, the directors will consider industry standards and the Company's financial situation, but the Company will not have any formal objectives or criteria. The performance of each executive officer will be informally monitored by the directors, having in mind the business strengths of the individual and the purpose of originally appointing the individual as an officer.

In establishing compensation for executive officers, the Board as a whole seeks to accomplish the following goals:

- to recruit and subsequently retain highly qualified executive officers by competitive offering overall compensation;
- to motivate executives to achieve important corporate and personal performance objectives and reward them when such objectives are met; and
- to align the interests of executive officers with the long-term interests of Shareholders through participation in the Plan.

When considering the appropriate executive compensation to be paid to our officers, the Board will have regard to a number of factors including: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Shareholders; (iv) rewarding performance, both on an individual basis and with respect to operations generally; and (v) available financial resources.

Option-Based Awards

Long-term incentives in the form of stock options are intended to align the interests of our directors and executive officers with those of the Shareholders and to provide a long-term incentive to reward those individuals for their contribution to the generation of shareholder value, while reducing the burden of cash compensation that would otherwise be payable by the Company.

The Plan is administered by the Board. In determining the number of incentive stock options to be granted to the NEOs, the Board will have regard to several considerations including previous grants of stock options and the overall number of outstanding stock options relative to the number of outstanding Shares, as well as the degree of effort, time, responsibility, ability, experience and level of commitment of the executive officer. For a detailed discussion of the Plan, see the 2024 information circular filed on SEDAR+.

Employment, Consulting and Management Agreements

Each of the Company's directors and officers has entered into a formal agreement outlining their role and responsibilities with the Company. Each independent director entered into a standard form directors services and each officer entered into an executive agreement outlining the independent contractor relationship with the Company. The following is a summary of each of the executive agreements.

Chief Executive Officer Agreement

Effective as of March 9, 2023, the Company entered into an executive consulting agreement (the "**CEO Agreement**") with Dr. Salim Dhanji, pursuant to which Dr. Dhanji agreed to provide certain management services to the Company, including, but not limited to, acting as CEO of the Company. On March 26, 2024, the Company entered into an amendment to executive consulting agreement (the "**CEO Amendment Agreement**") where the Company agrees to pay Dr. Dhanji a monthly consulting fee at a rate of \$10,000 per month plus GST. This

agreement includes non-disclosure and confidentiality provisions but does not include any provisions relating to non-competition. Each of the Company or Dr. Dhanji may terminate the agreement with 30 days' notice or by mutual agreement. Both parties may do so by mutual agreement.

Chief Financial Officer Agreement

Effective as of March 9, 2023, the Company entered into an executive consulting agreement (the "**CFO Agreement**") with DBM pursuant to which DBM agreed to provide the services of Quinn Martin as CFO of the Company. Mr. Martin is a principal of DBM. On April 1, 2024, the Company entered into an amendment to the CFO Agreement (the "**CFO Amendment Agreement**") where DBM will be paid an aggregate of \$48,000 per year (comprised of \$4,000 per month plus GST payable in cash) for his services. In addition, the Company agreed pay Mr. Martin for any additional services that Mr. Martin provides that are outside of the scope of his engagement as the CFO of the Company. Some examples of such additional services include assisting with subsequent prospectus offerings, assistance with budget preparation, preparation of regulatory filing documents, purchase price allocations related to a business or an asset acquisition, or extraordinary due diligence related to a transaction. The Company may terminate the agreement by providing 60 days' notice or for cause. Mr. Martin may terminate this agreement by providing 60 days' notice. Both parties may do so by mutual agreement.

Corporate Secretary Agreement

Effective as of March 9, 2023, the Company entered into a consulting agreement with Jamil Kassam, pursuant to which Mr. Kassam agreed to provide certain management services to the Company, including but not limited to acting as Corporate Secretary of the Company. Mr. Kassam does not receive cash compensation pursuant to this agreement. This agreement includes non-disclosure and confidentiality provisions but does not include any provisions relating to non-competition. Each of the Company or Mr. Kassam may terminate the agreement with 30 days' notice or by mutual agreement. Both parties may do so by mutual agreement.

Chief Business Officer Agreement

Effective as of October 21, 2024, the Company appointed Karim Lalji as Chief Business Officer, and executed an agreement with his company Kanras Inc. ("**Kanras**"), where the Company agreed to pay a consulting fee of \$7,000 per month + GST for his services. This agreement includes non-disclosure and confidentiality provisions but does not include any provisions relating to non-competition. Each of the Company or Kanras may terminate the agreement with 30 days' notice or by mutual agreement.

Pension Plan Benefits

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Plan as of August 31, 2024:

Plan Category	Number of shares to be issued upon exercise of outstanding options ⁽¹⁾	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by Shareholders	2,796,670	\$0.72	981,754
Equity compensation plans not approved by Shareholders	Nil	nil	Nil
Total	2,796,670	\$0.72	981,754

Notes:

⁽¹⁾ The Company does not have any warrants or rights outstanding under any equity compensation plans.

APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to pass an ordinary resolution to appoint Davidson & Company LLP, Chartered Professional Accountants as auditors of the Company for the fiscal year ending August 31, 2025, and to authorize the directors of the Company to fix the remuneration to be to be paid to the auditors for the fiscal year ending August 31, 2025. An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting. Davidson & Company LLP, Chartered Professional Accountants, were appointed as the auditors of the Company in 2025.

Management recommends that Shareholders vote for the appointment of Davidson & Company LLP, Chartered Professional Accountants as the Company's auditors for the Company's fiscal year ending August 31, 2025 and the authorization of the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending August 31, 2025.

AUDIT COMMITTEE DISCLOSURE

Under National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), a reporting issuer is required to provide disclosure annually with respect to its audit committee, including the text of its audit committee charter, information regarding composition of the audit committee, and information regarding fees paid to its external auditor. The Company provides the following disclosure with respect to its audit committee (the "**Audit Committee**"):

The Audit Committee Charter

The full text of the Company's audit committee charter (the "**Audit Committee Charter**") is attached as Schedule "A" to this Information Circular.

Composition of the Audit Committee

The following are the members of the Audit Committee as at the date hereof:

Audit Committee Members

Dr. John Priatel (Chair)	Independent ⁽¹⁾	Financially Literate ⁽²⁾
Dr. Salim Zulifkar Dhanji	Not Independent ⁽¹⁾	Financially Literate ⁽²⁾
Karim Nanji	Independent ⁽¹⁾	Financially Literate ⁽²⁾

⁽¹⁾ A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Under NI 52-110, an individual who is, or has been within the last three years, an employee or executive officer of the issuer, is considered to have a material relationship with the issuer.

⁽²⁾ An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right, at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

Relevant Education and Experience

The following sets out the education and experience of each Audit Committee member that is relevant to the performance of their responsibilities as an Audit Committee member and that provides each member with: (i) an understanding of the accounting principles used by the Company to prepare its financial statements; (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (iv) an understanding of internal controls and procedures for financial reporting:

Dr. John Priatel – Chair

Dr. Priatel has been a director of the Company since March 9, 2023 and a director of ME Therapeutics since September 16, 2014. Dr. Priatel is the Chair of the Audit Committee. Dr. Priatel is an Honorary Assistant Professor in UBC's Department of Pathology and Laboratory Medicine, with expertise in lymphocyte biology, inflammation and cancer. Accompanying Dr. Priatel's experience in biotechnology, he is also an owner/operator of Bay Street Properties, a property management company which manages several residential real estate assets. Dr. Priatel earned a Bachelors in Science majoring in Microbiology in 1989 and a PhD in Genetics in 1997, both from UBC. Dr. Priatel completed the Public Companies: Financing, Governance and Compliance course through Simon Fraser University in May of 2023.

Mr. Priatel's experience has provided him with an understanding of financial reporting requirements respecting financial statements sufficient enough to enable him to discharge his duties as a member of the Audit Committee.

Dr. Salim Zulifkar Dhanji

Dr. Dhanji has been the CEO and a director of the Company since March 9, 2023, the CEO and a director of ME Therapeutics since September 16, 2014 and is the founder of ME Therapeutics. In addition, Dr. Dhanji is a member of the Audit Committee. Dr. Dhanji is a former director of preclinical research at Qu Biologics with industry and academic expertise in cancer, autoimmunity and inflammation. In addition to his experience in biotechnology, Dr. Dhanji is the President of Perceptive Property Development and has served in this role since 2013. As President of Perceptive Property Development, Dr. Dhanji is engaged in making day-to-day business decisions regarding potential development properties, budgeting and financial management for the Company and its future. Dr. Dhanji obtained a Bachelor of Sciences degree in 2001 and a PhD in Microbiology and Immunology in 2006, both from UBC. Dr. Dhanji completed the Public Companies: Financing, Governance and Compliance course through Simon Fraser University in May 2023.

Dr. Dhanji's experience has provided him with an understanding of financial reporting requirements respecting financial statements sufficient enough to enable him to discharge her duties as a member of the Audit Committee.

Karim Nanji

Mr. Nanji has been a director of the Company since June 7, 2023. Mr. Nanji is an experienced public director and has experience with start-up companies. Mr. Nanji has a background in retail financial services for underbanked, underserved and credit-challenged consumers in Canada, the United States and international markets. Mr. Nanji has over 25 years of experience across start-up, growth, enterprise and Fortune 500 organizations. Mr. Nanji is currently the CEO and a director of Marble Financial Inc., a fin-tech company listed on the Exchange. Prior to his current position, Mr. Nanji was VP, Product & Partnerships with Progressa, a consumer finance company from October 2016 until March 2019. Prior thereto, he was VP Product & Technology with Crelogix Acceptance Corporation from February 2015 until October 2016. Mr. Nanji has a Bachelor of Arts in Economics from UBC and a Master of Business Administration in the Management of Technology from Simon Fraser University.

Mr. Nanji's experience has provided him with an understanding of financial reporting requirements respecting financial statements sufficient enough to enable him to discharge his duties as a member of the Audit Committee.

Each member of the Audit Committee has:

- an understanding of the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- experience with analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions in sections 2.4, 6.1.1(4), 6.1.1(5), 6.1.1(6) or Part 8 of NI 52-110. Section 2.4 (*De Minimis Non-Audit Services*) provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Sections 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), 6.1.1(5) (*Events Outside Control of Member*) and 6.1.1(6) (*Death, Incapacity or Resignation*) provide exemptions from the requirement that a majority of the members of the Company's Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company. Part 8 (*Exemptions*) permits a company to apply to a securities regulatory authority or regulator for an exemption from the requirements of NI 52-110 in whole or in part.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

The aggregate fees billed by the Company's external auditor in the last two fiscal years, by category, are as follows:

Entity	Year Ended August 31	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
Company	2024	\$30,000	Nil	Nil	Nil
	2023	\$26,000	\$12,000	Nil	\$12,000
ME Therapeutics	2024	N/A	N/A	N/A	N/A
	2023	\$15,000	Nil	Nil	Nil

(1) "**Audit Fees**" include fees necessary to perform the annual audit and quarterly reviews of our financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "**Audit-Related Fees**" for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported as audit fees. The services provided in this category include due diligence assistance, accounting consultations on proposed transactions, and consultation on International Financial Reporting Standards conversion.

(3) "**Tax Fees**" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice.

(4) "**All Other Fees**" includes all fees other than those reported as Audit Fees, Audit-Related Fees or Tax Fees.

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer, proposed nominee for election to the Board, or associate of such persons is, or at any time since the beginning of the Company's most recently completed financial year has been, indebted to the Company or any of its subsidiaries.

No indebtedness of current or former director, executive officer, proposed nominee for election to the Board, or associate of such person is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Shares or who exercises control or direction of Shares, or a combination of both, carrying more than ten percent of the voting rights attached to the Shares outstanding (each, an "**Insider**"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of Shares.

MANAGEMENT CONTRACTS

There were no management functions of the Company, which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company, except as otherwise described in this Information Circular.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices as follows:

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. The Board consists of four (4) members, namely: Dr. Kenneth Harder, Dr. John Priatel, Dr. Salim Zulifkar Dhanji and Karim Nanji.

Dr. Kenneth Harder, Dr. John Priatel and Karim Nanji are "independent" in that each are independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from being shareholders of the Company. Dr. Salim Zulifkar Dhanji is not independent as he is the CEO of the Company.

Directorships

Certain directors of the Company are currently also directors of other reporting issuers, as described in the table below:

Name of Director of the Company	Names of Other Reporting Issuers	Trading Market
Karim Nanji	Marble Financial Inc.	Canadian Securities Exchange

Orientation and Continuing Education

It is the intention that the Board will consider and determine an orientation process for new members of the Board and continuing education and development for incumbent members of the Board, including specific education for members, if necessary. In addition, the Board will oversee the arrangement for its members to annually participate in a continuing education event addressing current developments and best practices in corporate governance, if deemed to be appropriate and beneficial.

Each of Dr. Dhanji and Dr. Priatel completed the Public Companies: Financing, Governance and Compliance course through Simon Fraser University in May of 2023. The Company may explore additional education for its directors in the future.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

The Board may choose to adopt a written Code of Conduct in the future, which will apply to all employees, officers, directors and advisors of the Company and its affiliates. The purpose of such Code of Business Conduct and Ethics will be to create a culture in the Company and its affiliates that values high ethical standards, honesty and compliance with laws, rules and regulations. Such Code of Conduct will contain prohibitions on discrimination and harassment as well as provisions that require the directors, officers and other employees of the Company and its affiliates to avoid situations where their personal interests conflict, or appear to conflict, with the interests of the Company and/or its affiliates.

Nomination of Directors

The Company does not have a formal process or committee for proposing new nominees for election to the Board. The nominees proposed are generally the result of recruitment efforts by the members of the Board, including both formal and informal discussions among the members of the Board.

The Board as a whole will be responsible for annually identifying and recommending to the Board an annual slate of nominees for membership on the Board. In recommending the annual slate of nominees, the Board will identify and screen individuals to determine potential candidates, taking into account the number of directors required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

Compensation

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs,

directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees.

The Board will monitor the adequacy of information given to directors, communication between the Board and management and the strategic direction and process of the Board and the Audit Committee. During the year-end audit, both the Board and the Audit Committee will review the information contained within the financial statements, express any opinions which they may have and make self-assessments regarding whether the information is accurate and representative of clear communications between the Board and management of the Company.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company, nor any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting.

ADDITIONAL INFORMATION

Shareholders may contact the Company at its office by mail at 177 Robson Street, Vancouver, BC V6B 0N3, to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the Company's audited financial statements and MD&A for the most recently completed financial year and in the financial statements and MD&A for subsequent financial periods, which are available on SEDAR+ at sedarplus.ca.

OTHER MATTERS

Other than the above, management of the Company know of no other matters to come before the Meeting other than those referred to in the Notice. If any other matters that are not currently known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the Designated Persons named therein to vote on such matters in accordance with their best judgment.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved, and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized, by the Board.

Dated at Vancouver, British Columbia this 10th day of February, 2024.

ON BEHALF OF THE BOARD OF DIRECTORS OF

ME THERAPEUTICS HOLDINGS INC.

"Salim Zulifkar Dhanji"

Dr. Salim Zulifkar Dhanji

Chief Executive Officer and Director

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

ME THERAPEUTICS HOLDINGS INC. (the "Company")

AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee (the "**Audit Committee**"), or its Board of Directors (the "**Board**") in lieu thereof. The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

1. COMPOSITION

- (a) Number of Members. The Audit Committee must be comprised of a minimum of three directors of the Company, a majority of whom will be independent. Independence of the board members will be as defined by applicable legislation.
- (b) Chair. If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.
- (c) Financially Literacy. All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

2. MEETINGS

- (a) Quorum. The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.
- (b) Agenda. The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.
- (c) Notice to Auditors. The Company's auditors (the "**Auditors**") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.
- (d) Minutes. Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

3. ROLES AND RESPONSIBILITIES

The roles and responsibilities of the Audit Committee include the following:

External Auditor

The Audit Committee will:

- (a) Selection of the external auditor. Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.
- (b) Scope of Work. Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.
- (c) Compensation. Recommend to the Board the compensation to be paid to the external auditors.
- (d) Replacement of Auditor. If necessary, recommend the replacement of the Auditor to the Board of Directors.
- (e) Approve Non-Audit Related Services. Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.
- (f) Direct Responsibility for Overseeing Work of Auditors. Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.
- (g) Resolution of Disputes. Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

Consolidated Financial Statements and Financial Information

The Audit Committee will:

- (h) Review Audited Financial Statements. Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.
- (i) Review of Interim Financial Statements. Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.
- (j) MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports. Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.
- (k) Auditor Reports and Recommendations. Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

- (l) Internal Control. Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls.

Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.

- (m) Financial Management. Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.
- (n) Accounting Policies and Practices. Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.
- (o) Litigation. Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.
- (p) Other. Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

COMPLAINTS

- (q) Accounting, Auditing and Internal Control Complaints. The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.
- (r) Employee Complaints. The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

4. AUTHORITY

- (a) Auditor. The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.
- (b) To Retain Independent Advisors. The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.

5. REPORTING

The Audit Committee will report to the Board on:

- (a) the Auditor's independence;
- (b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;
- (c) the reappointment and termination of the Auditor;
- (d) the adequacy of the Company's internal controls and disclosure controls;

- (e) the Audit Committee's review of the annual and interim consolidated financial statements;
- (f) the Audit Committee's review of the annual and interim management discussion and analysis;
- (g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and
- (h) all other material matters dealt with by the Audit Committee.