



**Suite 915 – 700 West Pender Street
Vancouver, British Columbia, V6C 1G8
Tel: 604-646-1553**

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of all the shareholders (“**Shareholders**”) of Common Class A Shares (the “**Shares**”) of Algernon Pharmaceuticals Inc. (the “**Corporation**”) will be held at Suite 915, 700 West Pender Street, Vancouver, British Columbia, on Tuesday, August 18, 2020 at 10:00 a.m. (Vancouver time), for the following purposes:

1. To table the audited financial statements of the Corporation for the financial year ended August 31, 2019, the report of the auditors thereon and the related management’s discussion and analysis;
2. To fix the number of directors at four (4);
3. To elect the directors for the ensuing year; and
4. To appoint Smythe LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year;

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Corporation has elected to use the notice-and-access provisions under National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”), in the case of mailing to registered Shareholders, and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), in the case of beneficial Shareholders (“**Notice-and-Access Provisions**”) for this Meeting.

Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow a Corporation to reduce the volume of materials to be physically mailed to Shareholders by posting the Information Circular and any additional annual meeting materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a hard copy of the Information Circular. The Corporation will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with a notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

Copies of this Notice of Meeting, the Information Circular, the Proxy and the annual financials (together "Proxy Materials"), are posted on the Corporation's website at <https://algernonpharmaceuticals.com> and are SEDAR filed under the Corporation's profile at www.sedar.com.

Any Shareholder who wishes to receive a paper copy of the Information Circular should contact the Corporation at Suite 915, 700 West Pender Street, Vancouver, British Columbia V6C 1G8, by telephoning the Corporation toll-free: 1-800-482-7560 or by email to info@algernonpharmaceuticals.com. A Shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

To allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Information Circular and submit their vote prior to **10:00 a.m. (Pacific Time) on Friday August 14, 2020** (the "**Proxy Deadline**"), any Shareholder wishing to request a paper copy of the Information Circular as described above, should ensure such request is received by **August 3, 2020**. Under Notice-and-Access Provisions, Proxy Materials will be available for viewing for up to one (1) year from the date of posting and a paper copy of the materials can be requested at any time during this period.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. **Please review the Information Circular before voting.**

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their Shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

A non-registered shareholder (also a "Beneficial Shareholder") who plans to attend the Meeting must follow the instructions set out in the form of proxy (or voting instruction form) accompanying this Notice and the Information Circular, to ensure that such shareholder's Shares will be voted at the Meeting. If you hold your Shares in a brokerage account you are not a registered shareholder.

The audited financial statements for the financial year ended August 31, 2019, the related report of the auditor, and management discussion and analysis will be made available at the Meeting and are available on www.sedar.com.

Only Shareholders of record as at the close of business on July 3, 2020 are entitled to notice of the Meeting. Shareholders are reminded to review the Information Circular before voting.

DATED at Vancouver, British Columbia this 3rd day of July 2020.

ON BEHALF OF THE BOARD OF DIRECTORS

Christopher Moreau
Chief Executive Officer and Director