



Notice of Availability of Proxy Materials for Willow Biosciences Inc. Annual General and Special Meeting

Meeting Date and Time: Friday, July 26, 2024, at 9:00 a.m. (Calgary time)

Location: Stikeman Elliott LLP, 4200 Bankers Hall West, 888 - 3rd Street S.W.,
Calgary, Alberta, T2P 5C5

Virtually: <https://us02web.zoom.us/j/86955356177>

Please be advised that the proxy materials for the above noted securityholder meeting are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the information circular and other proxy materials available online prior to voting. These materials are available at:

www.willowbio.com

OR

www.sedarplus.ca

Obtaining Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies must be received by **July 12, 2024**, in order to receive the paper copy in advance of the meeting. Shareholders may request to receive a paper copy of the Materials for up to one year from the date the Materials were filed on www.sedar.com.

For more information regarding notice-and-access or to obtain a paper copy of the Materials you may contact our transfer agent, Odyssey Trust Company, via www.odysseycontact.com or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

Notice of Meeting

The resolutions to be voted on at the meeting, described in detail in the management information circular (the “**Information Circular**”) of Willow Biosciences Inc. (the “**Corporation**”) dated June 17, 2024, are as follows:

**Fixing Number of
Directors:**

Shareholders will be asked to fix the number of directors at five (5). Information respecting the number of directors may be found in the Information Circular under “*Fixing Number of Directors*”.

Election of Directors:

Shareholders will be asked to elect directors for the ensuing year. Information respecting the election of directors may be found in the Information Circular under “*Election of Directors*”.

Appointment of Auditors: Shareholders will be asked to appoint KPMG LLP as auditors (the “**Auditors**”) of the Company, to hold office until the next annual meeting of the Shareholders, at such remuneration to be determined by the Board. Information respecting the appointment of auditor may be found in the Information Circular under “*Appointment of Auditors*”.

Share Award Incentive Plan: Shareholders will be asked to approve the unallocated share units under the share award incentive plan of the Corporation, as more particular described in the Information Circular. Information respecting the approval of unallocated options in the Information Circular under “*Approval of Unallocated Share Units Under the Share Award Incentive Plan*”.

Voting

To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by July 24, 2024, at 9:00 a.m. Calgary time.

Stratification

The Issuer is providing paper copies of its Management Information Circular only to those beneficial shareholders that have previously requested to receive paper materials.

Annual Financial Statements

The Issuer is providing paper copies or emailing electronic copies of its annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method.