ELIXXER LTD.
3 Place Ville-Marie, Suite 400
Montreal, Québec, H3B 2E3

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of shareholders of **Elixxer Ltd.** (the "**Company**") will be held on Thursday, March 20, 2025, at the hour of 3:00 p.m. (Eastern Standard time), at 200 Bay St. Suite 3240, Toronto, ON M5J 2J1, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the years ended December 31, 2021, December 31, 2022, and December 31, 2023, and the respective report of the auditors thereon;

2. to elect the directors of the Company;

3. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;

4. to consider and, if deemed advisable, pass, with or without variation, a special resolution to amend the articles of incorporation of the Company to change the province in which the registered office of the Company is located from the Province of Quebec to the Province of Ontario;

5. to consider and, if deemed advisable, to pass, with or without variation, a resolution to approve and confirm the conversion of the Company's existing "fixed" stock option plan to a "rolling" stock option plan;

6. to consider and, if deemed advisable, to pass, with or without variation, a resolution confirming the repeal of all existing by-laws of the Company and the enactment of a new by-law no. 1 of the Company; and

7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 4 above is attached to this notice of the Meeting as Exhibit "A".

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company's transfer agent and registrar, Computershare Trust Company of Canada, at 8th Floor, 100 University, Tuesday, March 18, 2025, at the hour of 3:00 p.m. (Eastern Standard time), or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Wednesday, February 5, 2025, as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of common shares of the Company (the "**Non-Registered Holders**") and for registered shareholders. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 – *Communication with Beneficial*

Owners of Securities of a Reporting Issuer. Under the notice-and-access system, registered shareholders will receive a form of proxy and the Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of Meeting, the management information circular, the annual consolidated financial statements of the Company for the financial year ended years ended December 31, 2021, December 31, 2022, and December 31, 2023 and related management's discussion and analysis and other meeting materials (collectively the "**Meeting Materials**"), shareholders receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Company will not be adopting stratification procedures in relation to the use of notice-and access provisions.

Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online under the Company's profile at www.sedarplus.ca or on the website of the Company at https://elixxer.ca/annual-general-and-special-meeting/TSXV:ELXR. The Meeting Materials will remain posted on the Company's website at least until the date that is one year after the date the Meeting Materials were posted.

How to Obtain Paper Copies of the Meeting Materials

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Company's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning notice-and-access, please contact Broadridge: (i) the automated line to request materials (for holders with a 16 digit control number) 1-877-907-7643 – this number should be used for the non-registered holders; or (ii) both manual fulfillment (holders without a 16 control number) and for the notice-and-access inquiry line: (English Toll Free Number: 844-916-0609) or (French Toll Free Number: 844-973-0593) - this number can be used for the registered holders who will receive a proxy form and for the non-registered shareholders who will receive a Voting Instruction Form.

The accompanying management information circular provides additional detailed 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 annual meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedarplus.ca.

DATED at Toronto, Ontario this 10th day of February, 2025.

BY ORDER OF THE BOARD

"*Karim Mecklai*"
Chief Executive Officer