NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON MAY 15, 2025

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the "Meeting") of the shareholders (the "Shareholders") of NexgenRx Inc. (the "Corporation") will be held at the offices of the Corporation, located at 191 The West Mall, Suite 905, Toronto, Ontario M9C 5L5, on Thursday, May 15, 2025 at 1:30 p.m. (Toronto time), for the following purposes:

1. to receive the consolidated statements of the Corporation for the year ended December 31, 2024 and the auditor's report thereon;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to elect Ronald C. Loucks, Thomas F. Corcoran, Charles Burns, Randy McGlynn and Linda Brennan as directors of the Corporation;
4. to appoint Doane Grant Thornton LLP Chartered Accountants as the auditors of the Corporation for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditors;
5. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Management Information Circular and Proxy Statement (the "Information Circular"), ratifying, adopting and approving the stock option plan of the Corporation in the form set out in Appendix "A" to the Information Circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying this Notice. The Instrument of Proxy to be used in connection with the Meeting is also included with this mailing.

As space is limited, **NexgenRx encourages shareholders to attend the Meeting via audio-cast and to vote using one of the methods described in the Information Circular**. The Meeting will be audio-cast live at 1:30 pm (Toronto time) on May 15, 2025 and can be accessed by conference call at 1-855-343-6177(conf ID 2616558). This call will be listen-only and shareholders will not be able to vote or speak at, or otherwise participate in, the Meeting via the conference call. Shareholders wishing to pose questions to management are encouraged to send them prior to the meeting via email to agmconference@nexgenrx.com. NexgenRx's board of directors and auditors do not all plan to attend the Meeting in person, but will attend via dial-in. Management will not be making an investor presentation at the Meeting. Please monitor the Corporation's news releases for any important information related to the Meeting.

Shareholders of the Corporation who are unable to attend the Meeting in person are requested to date, sign and return the accompanying Instrument of Proxy in accordance with the instructions contained in the accompanying Information Circular to the offices of TSX Trust Company, or by mail to 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1. Proxies must be received not less than forty-eight (48) hours before the time fixed for holding the Meeting or any adjournment thereof (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario). A person appointed as proxy need not be a Shareholder.

Shareholders of record at the close of business on April 14, 2025 will be entitled to vote at the Meeting.

DATED at Toronto, Ontario, this 14th day of April, 2025.

By Order of the Board of Directors

"Ronald C. Loucks"

President and Chief Executive Officer