LEXAGENE HOLDINGS INC.

500 Cummings Ctr., Suite 4550, Beverly, MA 01915

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To be held on February 8, 2023

Dear Stockholder:

The annual meeting of stockholders (the "**Annual Meeting**") of **LexaGene Holdings Inc.** (the "**Company**") will be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4N7, on February 8, 2023, at 10:00 a.m. (Vancouver time).

The Company is offering stockholders the option to listen and participate (but not vote) at the Annual Meeting in real time by conference call at the following coordinates:

Dial by your location	
Canada Toll Free:	1-855-244-8677
US Toll Free:	1-855-282-6330
Access Code:	954 422 47

As of the date of this Notice, we intend to hold the Annual Meeting in physical face-to-face format and include a telephone conference call so shareholders can listen to the Annual Meeting in real time. We are continuously monitoring the current coronavirus (COVID-19) pandemic, and although current guidelines related to COVID-19 do not impose any restrictions on our ability to hold the Annual Meeting in physical format, stockholders may wish to consider voting their shares by proxy and not attending the meeting in person. Those stockholders who do wish to attend the Annual Meeting in person should carefully consider and follow the instructions of the federal Public Health Agency of Canada, as and when they are updated and made available at (https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html). We ask that stockholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Annual Meeting. We also ask that you do not attend the Annual Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Annual Meeting.

The Company reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Annual Meeting in response to further developments in the COVID-19 outbreak, including (i) holding the Annual Meeting virtually or by providing a webcast of the Annual Meeting; (ii) hosting the Annual Meeting solely by means of remote communication; (iii) changing the Annual Meeting date and/or changing the means of holding the Annual Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Annual Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Annual Meeting. Should any such changes to the Annual Meeting format occur, the Company will announce any and all changes by way of news release, which will be filed on

EDGAR as an exhibit to a Current Report on Form 8-K and under the Company's profile on SEDAR. In addition, the Company will file the news release as definitive additional soliciting material on EDGAR. We strongly recommend you check the Company's website www.lexagene.com, prior to the Annual Meeting for the most current information. In the event of any changes to the Annual Meeting format due to the COVID-19 outbreak, the Company will **not** prepare or mail amended Annual Meeting materials.

Stockholders who intend to attend the meeting via teleconference must **submit votes by Proxy ahead of the proxy deadline of 10:00 a.m. (Pacific Time) on February 6, 2023.** Attendance by teleconference allows stockholders to listen to, but not to vote at the Annual Meeting.

At the Annual Meeting stockholders will be asked to:

1. elect Dr. John (Jack) Regan, Tom Slezak, Dr. Jane Sykes, Joseph Caruso and Stephen Mastrocola to act as directors of the Company;

2. ratify the appointment of RSM US LLP, as the Company's independent registered public accounting firm for the fiscal year ending February 28, 2023;

3. ratify and approve the Company's amended and restated omnibus incentive plan (the "**Amended and Restated Omnibus Incentive Plan**");

4. consider, and if appropriate, to approve an ordinary resolution of disinterested shareholders to ratify, confirm and approve the increase of the fixed maximum number of common shares to be reserved for issuance upon exercise of Options pursuant to the Company's Amended and Restated Omnibus Incentive Plan, subject to regulatory approval, as described in the accompanying Proxy Statement;

5. consider and, if appropriate, to approve an ordinary resolution of disinterested shareholders to ratify, confirm and approve the increase of the fixed maximum number of common shares to be reserved for issuance upon conversion of Restricted Share Units pursuant to the Company's Amended and Restated Omnibus Incentive Plan, subject to regulatory approval, as described in the accompanying Proxy Statement;

6. approve, on a non-binding advisory basis, the compensation of our named executive officers; and

7. transact any other business properly brought before the Annual Meeting or any adjournment thereof.

On or about December 30, 2022, the Company mailed to all stockholders of record, as of December 19, 2022, a Notice of Internet Availability of Proxy Materials (the "**Notice**"). Please carefully review the Notice for information on how to access the Notice of Annual Meeting, Proxy Statement, Proxy Card and Amendment No. 1 to our Registration Statement on Form 10 (the "**Amended Form 10 Registration Statement**"), on www.proxyvote.com, in addition to instructions on how you may request to receive a paper or email copy of these documents. There is no charge to you for requesting a paper copy of these documents. Our Amended Form 10 Registration Statement, including audited financial statements for the years ended February 28, 2022 and 2021, does not constitute any part of the material for the solicitation of proxies.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. **Only stockholders of record of the Company's common stock at the close of business on December 19, 2022, are entitled to notice of, and to vote at, the Annual Meeting or any adjournment thereof.**

It is important that your shares be represented and voted at the Annual Meeting. If you are the registered holder of the Company's common stock, you can vote your shares by completing and returning the enclosed proxy card, even if you plan to attend the Annual Meeting. You may vote your shares of common stock in person even if you previously returned a proxy card. Please note, however, that if your shares of common stock are held of record by a broker, bank or other nominee and you wish to vote in person at the Annual Meeting, you must obtain a proxy issued in your name from such broker, bank or other nominee. Please carefully review the instructions on the proxy card or the information forwarded by your broker, bank or other nominee regarding voting instructions.

If you are planning to attend the Annual Meeting in person, you will be asked to register before entering the Annual Meeting. **All attendees will be required to present government-issued photo identification** (e.g., driver's license or passport) to enter the Annual Meeting. If you are a stockholder of record, your ownership of the Company's common stock will be verified against the list of stockholders of record as of December 19, 2022, prior to being admitted to the Annual Meeting. **If you are not a stockholder of record and hold your shares of common stock in "street name" (that is, your shares of common stock are held in a brokerage account or by a bank or other nominee), you must also provide proof of beneficial ownership as of December 19, 2022, such as your most recent account statement dated prior to December 19, 2022, and a copy of the voting instruction card provided by your broker, bank or nominee or similar evidence of ownership.**

By Order of the Board of Directors

LEXAGENE HOLDINGS INC.

/s/ Jack Regan
Dr. Jack Regan
Chief Executive Officer

Dated: December 30, 2022

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON FEBRUARY 8, 2023:

The Proxy Statement and form of Proxy, as well as the Company's Amended Form 10 Registration Statement, are available on the Internet at:
https://lexagene.com/events/annual-general-shareholder-meeting/