

**BIOHEP TECHNOLOGIES LTD.
440 - 890 West Pender Street
Vancouver, British Columbia
V6C 1J9**

NOTICE OF AN ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To: The Shareholders of BioHep Technologies Ltd.

TAKE NOTICE that pursuant to an order of the Supreme Court of British Columbia dated March 11, 2021, an annual general and special meeting (the “**Meeting**”) of shareholders (the “**BioHep Shareholders**”) of BioHep Technologies Ltd. (the “**Company**”) will be held in the offices of the Company located at 890 West Pender Street, Suite 440, Vancouver, British Columbia, V6C 1J9, on April 12, 2021, at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended January 31, 2020, together with the report of the auditors thereon;
2. to fix the number of directors of the Company for the ensuing year at six (6);
3. to elect directors of the Company for the ensuing year;
4. to appoint Charlton & Company, Chartered Professional Accountants as the auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors for the ensuing year;
5. to consider and, if thought fit, pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) approving an arrangement (the “**Plan of Arrangement**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the “**Act**”) which involves, among other things, the distribution to the BioHep Shareholders shares of 1291549 B.C. Ltd. (“**BC1291549**”), currently a wholly-owned subsidiary of the Company, all as more fully set forth in the accompanying Circular. BioHep Options will also be adjusted pursuant to the Arrangement as more particularly described in this Circular;
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, substantially in the form set out in the accompanying Circular, ratifying the amended and restated stock option plan of the Company;
7. subject to the approval of the Arrangement Resolution, to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, substantially in the form set out in the accompanying Circular, approving the stock option plan of BC1291549; and
8. to transact such other business as may properly come before the Meeting or at any adjournment(s) or postponement(s) thereof.

AND TAKE NOTICE that registered BioHep Shareholders who duly and validly dissent from the Plan of Arrangement in strict compliance with the requirements of Sections 237 to 247 of the Act, as modified by the interim order, the Plan of Arrangement and the final order will be entitled to be paid the fair value of their BioHep shares. The dissent rights are more particularly described in the Circular and a complete copy of Sections 237 to 247 of the Act is included in Schedule “E” of the Circular. Failure to comply strictly with the requirements set forth in the Plan of Arrangement and Sections 237 to 247 of the Act, as modified by the interim order, the Plan of Arrangement and the final order, may result in the loss of any right of dissent.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also accompanying this notice and the Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only BioHep Shareholders of record at the close of business on March 5, 2021, will be entitled to receive notice of and vote at the Meeting.

Registered BioHep Shareholders unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy and deliver it in accordance with the instructions set out in the proxy and in the Circular. If you are a non-registered BioHep Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your shares of the Company not being voted at the Meeting.

Dated at Vancouver, British Columbia, this 11th day of March, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ “Chester Shynkaryk”

**Chester Shynkaryk
Chief Executive Officer and Director**