DEVONIAN HEALTH GROUP INC.

NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To the shareholders of Devonian Health Group Inc.:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of Devonian Health Group Inc. (the "**Corporation**") will be held in a virtual format only, via live webcast available online at https://virtual-meetings.tsxtrust.com/en/1758/ on Thursday, March 20, 2025, at 10:00 a.m. (Eastern Standard Time ("**EST**")) for the following purposes:

1. to receive the annual consolidated financial statements of the Corporation for the fiscal year ended July 31, 2024, and the external auditors' report thereon;

2. to elect the directors of the Corporation;

3. to appoint the external auditor of the Corporation and to authorize the directors to set its compensation;

4. to consider and, if deemed advisable, adopt, with or without amendment, a resolution (which is set out in Schedule "B" of the enclosed management proxy circular (the "**Circular**")) pertaining to the approval of the Corporation's "*Devonian Health Group Inc. Fixed Stock Option Plan"*, set out in Schedule "C" hereto and the whole as described in the Circular;

5. to consider and, if deemed advisable, adopt, with or without amendment, a resolution (which is set out in Schedule "D" of the Circular) pertaining to the approval of the Corporation's "*Devonian Health Group Inc. Shareholder Rights Plan"*, set out in Schedule "E" hereto and the whole as described in the Circular;

6. to consider and, if deemed advisable, adopt, with or without variation, a special resolution (which is set out in Schedule "F" of the Circular) authorizing an amendment to the Corporation's articles to consolidate the Corporation's issued and outstanding common shares in the capital of the Corporation (the "**Shares**") on the basis of a ratio to be determined by the Corporation's board of directors, in its sole discretion, within a range of one new post-consolidation Share up to every seventy (70) old pre-consolidation Shares, as more particularly described in the Circular;

7. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The Circular and proxy form or voting instruction form for the Meeting are attached to this notice.

Québec, Québec, February 14, 2025

By order of the Board of Directors,

(s) Luc Grégoire

Luc Grégoire
President and Chief Executive Officer of the Corporation

The Meeting will be held virtually via live webcast available online at https://virtual-meetings.tsxtrust.com/en/1758/ at 10:00 a.m. (EST) on March 20, 2025, and will be open to all shareholders as well as to the general public, except that only registered shareholders and duly appointed and registered proxyholders will have the opportunity to vote and ask questions. The process to attend the Meeting is different for registered shareholders and beneficial owner. Please refer to the information contained in this notice, the Circular and the Virtual Meeting User Guide. **It is recommended to undertake all required steps at least one week before the Meeting and to join the Meeting at least 15 minutes before it begins to avoid missing the beginning due to technical difficulties.**

Shareholders of the Corporation whose Shares are registered in the Corporation's register in their name may exercise their rights to vote by attending the Meeting or by completing a proxy form. If you want to exercise your rights to vote by attending the Meeting, please follow the instructions contained in the Circular and in the Virtual Meeting User Guide. If you are unable to be present virtually at the Meeting, kindly complete, date and sign the enclosed proxy form. To be used at the Meeting, the proxies must be received by mail by the transfer agent and registrar of the Corporation (TSX Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1) no later than 10:00 a.m. (EST) on March 18, 2025, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the date and time to which the Meeting has been rescheduled if it has been adjourned or postponed. The Shareholders may also exercise their voting rights (i) by facsimile machine to 416-595-9593; (ii) by calling the toll-free number for Canada and the United States 1-888-489-7352; (iii) by scanning and sending it by email to proxyvote@tmx.com or (iv) by casting your vote online to the following website: www.meeting-vote.com.

If you are not a registered Shareholder of the Corporation but you are a beneficial owner, please follow the instructions contained in the Circular.

Notice and Access

The Corporation is utilizing the notice and access mechanism (the "**Notice and Access Provisions**") under *Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**Regulation 54-101**") and *Regulation 51-102 respecting Continuous Disclosure Obligations* ("**Regulation 51-102**"), for distribution of proxy-related materials to registered and beneficial Shareholders, including its annual financial statements for the fiscal year ended July 31, 2024, and related management discussion and analysis. The Notice and Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials (including management information circulars) via the SEDAR+ system and one other website, rather than mailing paper copies of such materials to Shareholders. Shareholders will still receive a notice of meeting and a form of proxy.

Shareholders with question about the Notice and Access Provisions can contact TSX Trust Company toll free at 1-888-433-6443 or by email at tsxt-fulfilment@tmx.com. Shareholders may choose to receive a paper copy of the Circular by contacting TSX Trust Company toll free at 1-888-433-6443 or by email at tsxt-fulfilment@tmx.com. Electronic copies of the notice of the annual general and special meeting, the Circular and proxy form may be found on the Corporation's SEDAR+ profile at www.sedarplus.ca and on the TSX Trust Company's website at https://www.meetingdocuments.com/TSXT/GSD/ as of February 14, 2025. The Corporation will not use the procedure known as "stratification" in relation to the use of Notice and Access Provisions. Stratification occurs when a reporting issuer using the Notice and Access Provisions provides a paper copy of the Circular to certain Shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice and Access Provisions, which will not include a paper copy of the Circular.

Please review the Circular carefully and in full prior to voting as the Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Circular is available under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

In order to ensure that a paper copy of the Circular can be delivered to a requesting Shareholder in time for such Shareholder to review the Circular and return a voting instruction form or proxy form prior to the deadline, it is strongly suggested that a Shareholder ensure their request is received no later than 5:00 p.m. (EST) on March 6, 2025.