

BRAXIA SCIENTIFIC CORP.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON WEDNESDAY, OCTOBER 9, 2024

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Braxia Scientific Corp. (the “**Corporation**”) will be held in person at 10:00 a.m. (Toronto time) on Wednesday October 9, 2024, at 1430 Hurontario Street, Mississauga, Ontario, L5G 3H4.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the management information circular attached hereto (the “**Information Circular**”).

The Meeting will be held for the following purposes:

to receive the audited financial statements of the Corporation as at and for the financial year ended March 31, 2023, together with the notes thereto and the auditors’ report thereon;

to elect the board of directors of the Corporation (the “**Board**”) to hold office until the next annual meeting of Shareholders or until their successors are duly elected or appointed;

to approve the appointment of Dale Matheson Carr-Hilton LaBonte LLP as auditors of the Corporation for the ensuing year at such remuneration as may be determined by the Board;

in connection with the Corporation’s proposed transaction (the “**Transaction**”) with Kris Kratiuk (the “**Purchaser**”), to consider and if thought advisable, to pass, with or without variation, a special resolution (the “**Transaction Approval Resolution**”) approving a sale of all or substantially all of the Corporation’s assets, as more particularly described in the Information Circular; and

to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is August 20, 2024 (the “**Record Date**”).

Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. To the extent a Shareholder transfers the ownership of any of its Common Shares after the Record Date and the transferee of those Common Shares establishes that it owns such Common Shares and requests, at least ten days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, such transferee shall be entitled to vote such Common Shares at the Meeting. If you hold Common Shares through an intermediary, such as a broker, you may not be able to attend the meeting and vote unless you follow the instructions in the section entitled “Advice to Non-Registered Shareholders.” Even if you hold shares through an intermediary, you will be able to vote indirectly by instructing your intermediary in advance of the Meeting.

In Person Meeting

The Corporation is conducting an in person Meeting. Registered Shareholders and duly appointed proxyholders can attend the Meeting in person at 1430 Hurontario Street, Mississauga, Ontario, L5G 3H4.

Please note that all voting must be conducted in person or in advance of the Meeting as Shareholders will not be permitted to vote virtually.

Should any changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR+**”) at www.sedarplus.ca and on the Corporation’s website at www.braxiascientific.com. We

strongly recommend you to check the Corporation’s SEDAR+ profile and website prior to the Meeting for the most current information.

Notice-and-Access

The Corporation has adopted the “notice-and-access” mechanism of delivering materials to both registered and non-registered Shareholders in connection with the Meeting. As such, the Corporation has posted electronic copies of this notice of meeting, the Information Circular and the Corporation’s annual financial statements for the financial year ended March 31, 2023, together with the notes thereto and the auditors’ report thereon and the related management’s discussion and analysis (collectively, the “**Meeting Materials**”) on the Corporation’s website at www.braxiascientific.com and on the Corporation’s SEDAR+ profile at www.sedarplus.ca, instead of printing and mailing out paper copies, as permitted by Canadian securities regulators. Notice-and-access allows issuers to post electronic versions of proxy-related materials online via SEDAR+ and one other website, rather than mailing paper copies of such materials to Shareholders. Shareholders with questions about notice-and-access can call the Corporation’s transfer agent, National Securities Administrators Ltd., toll free at 1-888-787-0888.

The Corporation will not rely upon the use of ‘stratification’. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the information circular to some, but not all, of its Shareholders, along with the notice of meeting. In relation to the Meeting, all Shareholders will receive the documentation required under the Notice-and-Access Provisions and all documents required to vote at the Meeting. No Shareholder will receive a paper copy of this Information Circular from the Corporation or any intermediary unless such Shareholder specifically requests same.

How to Obtain Paper Copies of the Meeting Materials

Shareholders may request paper copies of the Meeting Materials, by first class mail, courier or the equivalent at no cost to the Shareholder. Requests may be made by calling toll-free at 1-888-787-0888. Requests may be made up to one year from the date the Information Circular was filed on SEDAR+.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received no later than October 1, 2024. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request. **Requests must be made by calling toll-free at 1-888-787-0888.**

How to Vote

If you are unable to attend the Meeting in person, proxies must be submitted to Braxia Scientific Corp.’s transfer agent, National Securities Administrators Ltd., by 10:00 am, (Toronto time), on Monday, October 7, 2024, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting via one of the following methods.

VOTING METHODS	
MAIL or HAND DELIVERY	National Securities Administrators Ltd. 702 – 777 Hornby Street Vancouver, BC V6Z 1S4
FACSIMILE – 24 Hours a Day	604-559-8908
EMAIL	proxy@transferagent.ca
ONLINE	As listed on Form of Proxy or Voter Information Card

If you are a non-registered holder of Common Shares and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form

provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

DATED this 27th day of August, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF
BRAXIA SCIENTIFIC CORP.**

(signed) "Dr. Roger McIntyre"

Dr. Roger McIntyre
CEO and Director