

# MARVEL

BIOSCIENCES CORP.

**ANNUAL AND SPECIAL MEETING  
OF SHAREHOLDERS**

**TO BE HELD ON TUESDAY, FEBRUARY 15, 2022**

**NOTICE OF MEETING  
AND MANAGEMENT INFORMATION CIRCULAR**

*THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF MARVEL BIOSCIENCES CORP. OF PROXIES TO BE VOTED AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF MARVEL BIOSCIENCES CORP. TO BE HELD ON TUESDAY, FEBRUARY 15, 2022.*

**TO BE HELD AS A COMPLETELY VIRTUAL MEETING VIA LIVE WEBCAST AT:**

[web.lumiagm.com/234-375-065](http://web.lumiagm.com/234-375-065)

**At 11:00 a.m. (Calgary Time)**

Dated: January 6, 2022

**MARVEL BIOSCIENCES CORP.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON FEBRUARY 15, 2022**

TAKE NOTICE that an Annual and Special Meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of Marvel Biosciences Corp. (the “**Corporation**”) will be held on Tuesday, February 15, 2022 at 11:00 a.m. (Calgary time), as a completely virtual meeting via live webcast at [web.lumiagm.com/234-375-065](http://web.lumiagm.com/234-375-065) for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended July 31, 2021 and the report of the auditors thereon;
2. to set the number of directors to be elected at the Meeting at four (4);
3. to elect directors for the ensuing year as described in the accompanying management information circular (the “**Management Information Circular**”);
4. to appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
5. to approve, with or without modification, the ordinary resolution ratifying and adopting a new form of stock option plan of the Corporation, which ordinary resolution must be approved by disinterested shareholders, as more particularly set forth in the accompanying Management Information Circular;
6. to consider, and if thought fit, approve, with or without modification, the ordinary resolution as more particularly set forth in the Management Information Circular, which ordinary resolution must be approved by disinterested shareholders, ratifying and confirming grants of an aggregate of 2,125,000 stock options to directors and officers of the Corporation;
7. to consider, and if thought fit, approve, with or without modification, the ordinary resolution as more particularly set forth in the Management Information Circular, which ordinary resolution must be approved by disinterested shareholders, ratifying and confirming grants of an aggregate of 700,000 stock options to certain consultants of the Corporation; and
8. to transact such other business that may properly come before the Meeting or any adjournment thereof.

The details of all matters to be put before shareholders at the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The board of directors has fixed the close of business on January 6, 2022 as the record date for determining holders of Common Shares who are entitled to notice of and to attend and vote at the Meeting.

**The Corporation is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with directors of the Corporation and management as well as other shareholders. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at [web.lumiagm.com/234-375-065](http://web.lumiagm.com/234-375-065). Beneficial shareholders (being shareholders who hold their Common Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will not be able to attend, participate or vote at the Meeting.**

**As a shareholder of the Corporation, it is very important that you read the Management Information Circular of the Corporation dated January 6, 2022 and other Meeting materials carefully. They contain important information with respect to voting your Common Shares and attending and participating at the Meeting.**

**A shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your Common Shares, including if you are a nonregistered shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, shareholders MUST send an email to [marvel@odysseytrust.com](mailto:marvel@odysseytrust.com) and provide Odyssey Trust Company ("Odyssey") with their proxyholder's contact information, number of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Odyssey may provide the proxyholder with a Username via email.**

Your participation as a shareholder is very important to the Corporation. Please ensure your Common Shares are represented at the Meeting.

DATED at Calgary, Alberta, this 6<sup>th</sup> day of January 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) *"J. Roderick Matheson"*

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J. Roderick Matheson  
CEO and Chairman of the Board

**MARVEL BIOSCIENCES CORP.**

**MANAGEMENT INFORMATION CIRCULAR**

**For the Annual and Special Meeting of Shareholders  
to be held on Tuesday, February 15, 2022**

**PROXIES**

**Solicitation of Proxies**

**This Management Information Circular is furnished in connection with the solicitation of proxies by the management of Marvel Biosciences Corp.** (the "**Corporation**") for use at the Annual and Special Meeting of the holders (the "**Shareholders**") of common shares (the "**Common Shares**") of the Corporation to be held on Tuesday, February 15, 2022 at 11:00 a.m. (Calgary time) as a completely virtual meeting via live webcast at [web.lumiagm.com/234-375-065](http://web.lumiagm.com/234-375-065) and at any adjournment thereof (the "**Meeting**"), for the purposes set forth in the accompanying Notice of Meeting. Only Shareholders of record at the close of business on January 6, 2022 (the "**Record Date**") are entitled to notice of, and to attend and vote at, the Meeting, unless a Shareholder has transferred any Common Shares subsequent to that date and the transferee Shareholder establishes ownership to the Common Shares and demands, not later than 10 days before the Meeting, that the transferee's name be included on the list of Shareholders.

**Notice to Beneficial Holders of Common Shares**

**The information set forth in this section is of significant importance to many Shareholders of the Corporation, as a substantial number of the Shareholders do not hold Common Shares in their own name.** Shareholders who do not hold their Common Shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, the brokers/nominees are prohibited from voting Common Shares for their clients. The Corporation does not know for whose benefit the Common Shares registered in the name of CDS & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of securityholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered Shareholders; however, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a scannable "voting instruction form" in lieu of the form of proxy. Beneficial Shareholders are requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free telephone number or access Broadridge's dedicated voting website [ProxyVote.com](http://ProxyVote.com) (each as noted on the voting instruction form) to deliver their voting instructions and vote the Common Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting. The voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares

voted. Beneficial Shareholders who receive forms of proxies or voting materials from organizations other than Broadridge should complete and return such forms of proxies or voting materials in accordance with the instructions on such materials in order to properly vote their Common Shares at the Meeting.

### **Appointment and Revocation of Proxies**

Shareholders are requested to complete and return the accompanying form of proxy ("**Form of Proxy**") pursuant to the instructions provided in the Form of Proxy. The Form of Proxy shall be completed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. In order to be effective, the proxy must be deposited at the office of the Corporation's transfer agent, Odyssey Trust Company ("**Odyssey**") at their offices located at 350 - 409 Granville Street, Vancouver, British Columbia, V6C 1T2, by mail, by fax at 1-800-517-4553, or by email at [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com), not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting.

**The persons named in the Form of Proxy are directors and/or officers of the Corporation ("Management Designees"). A person or corporation submitting the Form of Proxy has the right to appoint a person (who does not have to be a Shareholder) to be their representative at the Meeting, other than the Management Designees in the Form of Proxy furnished by the Corporation. Such appointment may be exercised by inserting the name of the appointed representative in the space provided for that purpose.** A Shareholder should notify the nominee of his or her appointment, obtain his or her consent to act as proxy and should instruct him or her as to how the Shareholder's Common Shares are to be voted.

A Shareholder who has submitted a Form of Proxy may revoke it at any time prior to the exercise thereof. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited at the Corporation's registered office at 600, 815 - 8<sup>th</sup> Avenue SW, Calgary, Alberta, T2P 3P2, or with Odyssey at any time prior to 4:30 p.m. (Calgary time) on the last business day preceding the day of the Meeting at which the proxy is to be used, or with the chairman of the Meeting on the day of the Meeting, and upon either of such deposits, the proxy is revoked.

### **How do I vote?**

#### **Voting at the Meeting**

Shareholders may vote at the Meeting by completing a ballot online during the Meeting, as further described below. See "*How do I attend and participate at the Meeting?*".

**Beneficial Shareholders who have not duly appointed themselves as proxyholder will not be able to attend, participate or vote at the Meeting.** This is because the Corporation and its transfer agent do not have a record of the Beneficial Shareholders of the Corporation, and, as a result, will have no knowledge of your shareholdings or entitlement to vote, unless you appoint yourself as proxyholder. **If you are a Beneficial Shareholder and wish to vote at the Meeting, you have to appoint yourself as proxyholder, by inserting your own name in the space provided on the voting instruction form sent to you and must follow all of the applicable instructions provided by your intermediary. See "*Appointment of a Third Party as Proxy*" and "*How do I attend and participate at the Meeting?*".**

#### **Appointment of a Third Party as Proxy**

The following applies to Shareholders who wish to appoint a person (a "third party proxyholder") other than the management nominees set forth in the form of proxy or voting instruction form as proxyholder, including Beneficial Shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting.

Shareholders who wish to appoint a third-party proxyholder to attend, participate or vote at the Meeting as their proxy and vote their Common Shares **MUST** submit their proxy or voting instruction form (as

applicable) appointing such third party proxyholder AND register the third party proxyholder, as described below. Registering your proxyholder is an additional step to be completed AFTER you have submitted your proxy or voting instruction form. **Failure to register the proxyholder will result in the proxyholder not receiving a Username to attend, participate or vote at the Meeting.**

• **Step 1: Submit your proxy or voting instruction form:** To appoint a third party proxyholder, insert such person's name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you are a Beneficial Shareholder located in the United States, you must also provide Odyssey with a duly completed legal proxy if you wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder. See below under this section for additional details.

• **Step 2: Register your proxyholder:** To register a proxyholder, Shareholders MUST send an email to [marvel@odysseytrust.com](mailto:marvel@odysseytrust.com) by 11:00 a.m. (Calgary Time) on Friday, February 11, 2022 and provide Odyssey with the required proxyholder contact information, amount of shares appointed, name in which the shares are registered if they are a registered Shareholder, or name of broker where the shares are held if a Beneficial Shareholder, so that Odyssey may provide the proxyholder with a Username via email. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting.

If you are a Beneficial Shareholder and wish to attend, participate or vote at the Meeting, you have to insert your own name in the space provided on the voting instruction form sent to you by your intermediary, follow all of the applicable instructions provided by your intermediary AND register yourself as your proxyholder, as described above. By doing so, you are instructing your intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary. Please also see further instructions below under the heading "*How do I attend and participate at the Meeting?*".

### **Legal Proxy – US Beneficial Shareholders**

If you are a Beneficial Shareholder located in the United States and wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder, in addition to the steps described above and below under "*How do I attend and participate at the Meeting?*", you must obtain a valid legal proxy from your intermediary. Follow the instructions from your intermediary included with the legal proxy form and the voting information form sent to you or contact your intermediary to request a legal proxy form or a legal proxy if you have not received one. After obtaining a valid legal proxy from your intermediary, you must then submit such legal proxy to Odyssey. Requests for registration from Beneficial Shareholders located in the United States that wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as their proxyholder must be sent by email to [marvel@odysseytrust.com](mailto:marvel@odysseytrust.com) and received by 11:00 a.m. (Calgary Time) on Friday, February 11, 2022.

### **How do I attend and participate at the Meeting?**

The Corporation is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast. Shareholders will not be able to attend the Meeting in person. In order to attend, participate or vote at the Meeting (including for voting and asking questions at the Meeting), Shareholders must have a valid Username.

Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at [web.lumiagm.com/234-375-065](http://web.lumiagm.com/234-375-065). Such persons may then enter the Meeting by clicking "I have a login" and entering a Username and Password before the start of the Meeting:

• **Registered Shareholders:** The control number located on the form of proxy (or in the email notification you received) is the Username. The Password to the Meeting is "marvel2022" (case sensitive). If as a registered Shareholder you are using your control number to login to the Meeting and you have previously voted, you do not need to vote again when the polls open. By voting at the meeting, you will revoke your previous voting instructions received prior to voting cut-off.

- Duly appointed proxyholders: Odyssey will provide the proxyholder with a Username by email after the voting deadline has passed. The Password to the Meeting is "marvel2022" (case sensitive). Only registered Shareholders and duly appointed proxyholders will be entitled to attend, participate and vote at the Meeting. Beneficial shareholders who have not duly appointed themselves as proxyholder will not be able to attend, participate or vote at the Meeting. Shareholders who wish to appoint a third party proxyholder to represent them at the Meeting (including Beneficial Shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting) MUST submit their duly completed proxy or voting instruction form AND register the proxyholder. See "Appointment of a Third Party as Proxy".

### **Persons Making the Solicitation**

**This solicitation is made on behalf of management of the Corporation.** The costs incurred in the preparation and mailing of the Form of Proxy, Notice of Meeting and this Management Information Circular and the solicitation of proxies will be borne by the Corporation. In addition to the use of mail, proxies may be solicited by personal interviews, or by other means of communication or by the directors, officers and employees of the Corporation, who will not be remunerated therefor.

### **Exercise of Discretion by Proxies**

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for at the Meeting and where the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

**In the absence of such specification, such Common Shares will be voted IN FAVOUR of the matters to be acted upon as set out herein. The persons appointed under the Form of Proxy furnished by the Corporation are conferred with discretionary authority with respect to amendments or variations of those matters specified in the Form of Proxy and Notice of Meeting and with respect to any other matters which may properly be brought before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting or any other matters are properly brought before the Meeting, it is the intention of the Management Designees in the enclosed Form of Proxy to vote in accordance with their best judgment on such matter. At the time of printing this Management Information Circular, the management of the Corporation knows of no such amendment, variation or other matter.**

### **Quorum**

The by-laws of the Corporation provide that a quorum at a meeting of shareholders of the Corporation shall be the shareholders or duly appointed proxyholders personally present, not being less than one in number, and holding or representing by proxy, not less than five percent (5%) of the issued shares of the Corporation of the class or classes respectively enjoying voting rights at such meeting.

### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares. As at the effective date of this Management Information Circular (the "**Effective Date**"), which is January 6, 2022, the Corporation had 32,586,231 Common Shares issued and outstanding and no preferred shares issued and outstanding.

The Common Shares are the only shares entitled to be voted at the Meeting. Holders of Common Shares of record at the close of business on the Record Date are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held except to the extent that, (a) the holder has transferred the ownership of any of their Common Shares after the Record Date, and (b) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that they own the Common Shares, and demands not later than (10) days before the day of the Meeting that their name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote their Common Shares at the Meeting.

Except as set forth below, to the knowledge of the directors and the executive officers of the Corporation, as at the Effective Date, no person or company beneficially owns or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation.

<u>Beneficial Owner</u>	<u>Number of Common Shares Held</u>	<u>Percentage of Outstanding Common Shares</u>
J. Roderick Matheson Alberta, Canada <sup>(1)</sup>	5,504,049	16.9%
Dr. Mark Williams Manitoba, Canada	5,000,049	15.3%

**Note:**

1. J. Roderick Matheson, a director and executive officer of the Corporation, is the controlling shareholder of Renaissance Mercantile Corp. Mr. Matheson controls 500,049 Common Shares directly and 5,004,000 Common Shares indirectly through Renaissance Mercantile Corp.

**MATTERS TO BE ACTED UPON AT THE MEETING**

**1. Presentation of Financial Statements**

The consolidated financial statements of the Corporation for the year ended July 31, 2021, together with the auditor's report on those financial statements, have been mailed to the registered Shareholders of the Corporation and those Beneficial Shareholders who responded to the Corporation's supplemental mail list request card. These financial statements will be placed before the Meeting, but no vote will be required by the Shareholders. The financial statements are available on the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com).

**2. Fixing the Number of Directors and Election of Directors**

The Articles of the Corporation provide that the minimum number of directors shall be three and the maximum number shall be nine. There are currently five directors, all of whom, except for Ms. Joanne Yan, intend to stand for re-election at the Meeting. At the Meeting, Shareholders will be asked to set the number of directors of the Corporation (the "**Board**") at four and to elect four directors to serve until the next annual general meeting, or until their respective successors have been elected or appointed. **Unless otherwise directed, the Common Shares of the Corporation represented by proxy in favour of Management Designees will be voted FOR the election of nominees herein listed.**

***Nominees for Election***

Management does not contemplate that any of the nominees will be unable to serve as a director. In the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the proxy to vote the Common Shares represented by proxy for the election of any other person or persons as directors unless the Shareholder has directed that the Common Shares be withheld from voting on the election of directors.

The directors of the Corporation are elected by Shareholders of the Corporation at each annual meeting of shareholders. All directors serve until the next annual meeting or until a successor is elected or appointed, unless her/his position is earlier vacated. The name, residence, date of appointment, principal occupation, and number of Common Shares beneficially owned or over which control or direction is exercised directly or indirectly, with respect to each of the four nominees as directors of the Corporation, is set forth below.



<b>Name and Residence</b>	<b>Director Since</b>	<b>Principal Occupation</b>	<b>Common Shares Beneficially Owned or Controlled or Directed as at Effective Date<sup>(1)</sup></b>
<b>J. Roderick Matheson</b> Alberta, Canada	June 14, 2021	Chief Executive Officer and Executive Chairman of the Corporation. Executive Chairman of Renaissance Mercantile Corp., a privately-owned Calgary-based merchant bank. Previously an executive with Aligned Capital Partners Inc., an IIROC firm.	5,504,049 <sup>(4)</sup>
<b>Dr. Mark Williams</b> Manitoba, Canada	June 14, 2021	President and Chief Science Officer of the Corporation. Chief Science Officer of Algernon Pharmaceuticals Inc. Over 15 years of experience in drug and medical device development having repurposed three drugs from preclinical studies directly to positive phase II data including manufacturing and toxicology.	5,000,049
<b>Neil A. Johnson</b> <sup>(2)(3)</sup> Ontario, Canada	June 14, 2021	Lead Director of the Corporation. Executive Director and Chief Executive Officer of Duke Royalty Ltd. (AIM: DUKE), a royalty investment company, with responsibility for the overall strategic direction and performance of the group. President of Abingdon Capital Corp., a Toronto-based royalty financing advisory firm.	125,000
<b>Jeremy Fehr</b> <sup>(2)(3)</sup> Alberta, Canada	June 14, 2021	Founder, creator and Chief Executive Officer of SIACHarts.com, a Calgary-based company developing proprietary risk management technologies for industry portfolio managers and investment professionals.	600,000 <sup>(5)</sup>

**Notes:**

- (1) Common Shares beneficially owned or over which control or direction is exercised, directly or indirectly, as at the Effective Date, is based upon the information furnished to the Corporation by the above individuals.
- (2) Directors who are currently members of the Corporation's Audit Committee. Mr. Fehr is the Chair.
- (3) Directors who are currently members of the Corporation's Corporate Governance and Compensation Committee.
- (4) The total includes 5,004,000 Common Shares registered in the name of Renaissance Mercantile Corp., a company controlled by Mr. Matheson.

- (5) All of these Common Shares are registered in the name of 1761595 Alberta Ltd., a company controlled by Mr. Fehr.

### **Cease Trade Orders or Bankruptcies and Sanctions**

No proposed director is as at the date hereof, or has been within ten years before the date hereof, a director or chief executive officer or chief financial officer of any company (including the Corporation) that, while he or she was acting in such capacity: (i) was the subject of a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days; or (ii) was subject to an event that resulted, after the director ceased to be a director or chief executive officer or chief financial officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days.

In addition, no proposed director is as at the date hereof, or has been within ten years before the date hereof, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold its assets. No proposed director has, within ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### **3. Appointment of Auditors**

MNP LLP Chartered Professional Accountants are the current auditors of the Corporation. At the Meeting, Shareholders will be requested to re-appoint MNP LLP as the independent auditors of the Corporation to hold office until the next annual general meeting of the Shareholders and to authorize the Board to fix the auditors' remuneration.

**Unless otherwise directed, the Common Shares represented by proxies in favour of the Management Designees will be voted FOR the appointment of MNP LLP, Chartered Professional Accountants, of Calgary, Alberta, as auditors of the Corporation, to hold office until the next annual meeting of the Shareholders and to authorize the directors to fix their remuneration as such.**

### **4. Approval of a New Form of Stock Option Plan for the Corporation**

In connection with the completion of the Corporation's Qualifying Transaction, a new form of stock option plan was proposed to and received conditional acceptance from the TSX Venture Exchange (the "TSXV"), subject to the Corporation obtaining disinterested Shareholder approval at its next scheduled annual meeting of Shareholders (the "**Proposed Plan**"). In addition, the Corporation was authorized to grant stock options under the Proposed Plan, subject to receiving disinterested Shareholder approval of those grants at the next scheduled annual meeting of shareholders. Accordingly, the Corporation is seeking approval and ratification of the Proposed Plan from the Shareholders. A summary of the Proposed Plan for which the Corporation is seeking approval is set forth below and a full copy of the Proposed Plan can be requested by Shareholders from the Corporation by contacting the Corporation's Corporate Secretary at [info@marvelbiosciences.com](mailto:info@marvelbiosciences.com).

#### Common Shares Available under the Proposed Plan, Purpose and Eligibility

The purpose of the Proposed Plan is to: (a) enable the Corporation and any affiliate to attract and retain the types of employees, consultants and directors who will contribute to the Corporation's long-term success; (b) provide incentives that align the interests of employees, consultants and directors with those of the Shareholders of the Corporation; and (c) promote the success of the Corporation's business.

Under the Proposed Plan, the Board may grant options to purchase Common Shares to employees, consultants and directors and other eligible service providers of the Corporation and its subsidiaries and affiliates, if any. The Proposed Plan is a “20% fixed plan” in that it provides for a fixed number of Common Shares to be reserved and available to be granted, such number to be approved by the Corporation’s Shareholders from time to time and not to exceed 20% of the Corporation’s issued and outstanding Common Shares on an undiluted basis, and including securities authorized under any equity compensation plans, at the time of approval. Any Common Shares granted in connection with stock options shall be counted against this limit as one (1) share for every one (1) stock option awarded. Any Common Shares subject to an award that expires or is canceled, forfeited, or terminated without issuance of the full number of Common Shares to which the award related will again be available for issuance under the Proposed Plan.

#### Participation Limits

The grant of stock options or awards under the Proposed Plan is subject to the following limitations:

- (a) no more than 5% of the outstanding Common Shares may be issued under the Proposed Plan alone or when combined with all other security-based compensation arrangements of the Corporation to any one participant in any 12-month period, unless the Corporation has obtained the requisite disinterested shareholder approval;
- (b) no more than 2% of the outstanding Common Shares may be issued under the Proposed Plan to any one consultant in a 12-month period; and
- (c) no more than 2% of the outstanding Common Shares may be issued under the Proposed Plan to all persons retained to provide investor relations activities in a 12-month period. In addition, the awards must be subject to vesting provisions over 12 months on a quarterly basis and notwithstanding anything contained herein, no acceleration of the vesting provisions shall be allowed without TSXV approval.

#### Determination of Exercise Price

The exercise price of the Common Shares subject to each stock option shall be determined by the Board and may not be less than the Discounted Market Price as defined in the policies of the TSXV.

#### Maximum Term

Subject to earlier termination as described below, each stock option and all rights thereunder granted pursuant to the Proposed Plan shall expire on the date determined by the Board, provided that the duration of a stock option shall not exceed 10 years. Notwithstanding any other provision of the Proposed Plan, each stock option that would expire during or within 10 business days immediately following a blackout period shall expire on the date that is 10 business days immediately following the end of the blackout period.

#### Vesting and Accelerated Vesting

Subject to any vesting restrictions imposed by the TSXV, the Board of the Corporation may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restrictions shall exist.

The Board shall have the power to accelerate the time at which an award may first be exercised or the time during which an award or any part thereof will vest in accordance with the Proposed Plan, notwithstanding the provisions in the award agreement stating the time at which it may first be exercised or the time during which it will vest.

Each stock option may, but need not, vest and, therefore, become exercisable in periodic installments that may, but need not, be equal. The stock options may be subject to such other terms and conditions on the time or times when it may be exercised (which may be based on performance or other criteria) as the Board

may deem appropriate. The vesting provisions of individual stock options may vary. No stock options may be exercised for a fraction of a Common Share. The Board may, but shall not be required to, provide for an acceleration of vesting and exercisability in the terms of any award agreement upon the occurrence of a specified event

Unless otherwise provided in an award agreement, notwithstanding any provision of the Proposed Plan to the contrary, in the event of a participant's termination of continuous service without cause or a constructive dismissal during the 18-month period following a change in control that is not a substitution event or permitted reorganization, notwithstanding any provision of the Proposed Plan or any applicable award agreement to the contrary, all outstanding stock options shall become immediately exercisable with respect to 100% of the Common Shares subject to such stock options.

#### Shareholder Rights

Except as provided in the Proposed Plan or an award agreement, no participant shall be deemed to be the holder of, or to have any of the rights of a holder with respect to, any Common Shares subject to such award unless and until such participant has satisfied all requirements for exercise of the award pursuant to its terms, and no adjustment shall be made for dividends (ordinary or extraordinary, whether in cash, securities or other property) or distributions of other rights for which the record date is prior to the date such Common Share certificate is issued.

#### Expiry and Termination Provisions

##### *Termination for Cause*

All rights to purchase Common Shares pursuant to a stock option or to surrender such stock option shall expire and terminate immediately upon the optionholder's termination of continuous service (as this term is defined in the Proposed Plan), whether or not such termination is with or without notice, adequate notice or legal notice; provided that if employment of the optionholder is terminated for cause (as defined in the Proposed Plan), such rights shall expire and terminate immediately upon notification being given to the optionholder of such termination for cause by the Corporation.

Subject to TSXV approval, an optionholder's award agreement may also provide that if the exercise of the stock option following the termination of continuous service for any reason would be prohibited at any time because the issuance of Common Shares would violate applicable laws, then the stock option shall terminate on the earlier of (a) the expiration of the original term of the stock option, or (b) the expiration of a period after the termination of continuous service that is three months after the end of the period during which the exercise of the stock option would be in violation of such applicable laws.

##### *Disability or Leave of Absence*

In the event that an optionholder's continuous service terminates as a result of disability (as defined in the Proposed Plan) or the optionholder is on a leave of absence (as defined in the Proposed Plan), any stock option held by the optionholder shall continue to vest in accordance with its terms and may be exercised at any time during the period that terminates on the earlier of the stock option's original expiry date and the first anniversary of the optionholder's termination of continuous service.

##### *Death*

Unless otherwise provided in an award agreement, in the event an optionholder's continuous service terminates as a result of the optionholder's death, any stock option held by the optionholder shall become fully vested and may be exercised by the beneficiary at any time during the period that terminates on the earlier of the stock option's original expiry date and the first anniversary of the optionholder's termination of continuous service. Any stock option that remains unexercised shall be immediately forfeited upon the termination of such period.

### *Retirement*

Unless otherwise provided in an award agreement, in the event an optionholder's continuous service terminates as a result of the optionholder's retirement, any stock option held by the optionholder shall continue to vest in accordance with its terms and may be exercised at any time during the period that terminates on the earlier of: (a) the stock option's original expiry date; and (b) the first anniversary of the optionholder's termination of continuous service. Any stock option that remains unexercised shall be immediately forfeited upon the termination of such period.

### *Resignation*

Unless otherwise provided in an award agreement, in the event an optionholder's continuous service terminates as a result of the optionholder's voluntary resignation, then:

- (a) the unvested part of any stock option held by the optionholder shall expire and terminate immediately on the optionholder's termination of continuous service; and
- (b) the vested part of any stock option held by the optionholder may be exercised at any time during the period that terminates on the earlier of: (i) the stock option's original expiry date; and (ii) the 90th day after the optionholder's termination of continuous service. Any stock option that remains unexercised shall be immediately forfeited upon the termination of such period

### *Termination Without Cause*

Unless otherwise provided in an award agreement, in the event an optionholder's continuous service is terminated by the Corporation for any reason other than for cause (as this term is defined in the Proposed Plan), any stock option held by the optionholder shall continue to vest in accordance with its terms and may be exercised at any time during the period that terminates on the earlier of: (a) the stock option's original expiry date; and (b) the 90th day after the optionholder's termination of continuous service. Any stock option that remains unexercised shall be immediately forfeited upon the termination of such period.

### *Termination Following Change of Control*

Unless otherwise provided in an award agreement, if a change in control (as defined in the Proposed Plan) occurs and the optionholder's employment with the Corporation is terminated by the:

- (a) Corporation or by the entity that has entered into a valid and binding agreement with the Corporation and/or other members of the Corporation to effect the change in control at any time after such agreement is entered into or during the control period (as defined in the Proposed Plan) and such termination was for any reason other than for cause; or
- (b) optionholder as a result of constructive dismissal (as defined in the Proposed Plan), provided the event giving rise to the constructive dismissal occurs during the control period;

any stock option held by the optionholder shall become fully vested and may be exercised any time during the period that terminates on the earlier of: (i) the stock option's original expiry date; and (ii) the 120th day after the optionholder's termination of continuous service. Any stock option that remains unexercised shall be immediately forfeited upon the termination of such period.

### No Cashless or Net Exercise Provisions

The Proposed Plan does not contain any cashless exercise or net exercise provisions.

### Clawback Policy

Notwithstanding any other provisions in the Proposed Plan, the Corporation may cancel any award, require reimbursement of any award by a participant, and effect any other right of recovery or recoupment of equity

or other compensation provided under the Proposed Plan under applicable laws, stock exchange listing requirements or in accordance with any Corporation policies that may be adopted and/or modified from time to time (“**Clawback Policy**”). In addition, a participant may be required to repay to the Corporation previously paid compensation, whether provided pursuant to the Proposed Plan or an award agreement, in accordance with the Clawback Policy. By accepting an award, the participant is agreeing to be bound by the Clawback Policy, as in effect or as may be adopted and/or modified from time to time by the Corporation in its discretion (including, without limitation, to comply with applicable laws or stock exchange listing requirements).

#### Unfunded Plan

The Proposed Plan shall be unfunded. Neither the Corporation nor the Board shall be required to establish any special or separate fund or to segregate any assets to assure the performance of its obligations under the Proposed Plan.

#### Amendments

The Board, subject to TSXV and shareholder approval, at any time, and from time to time, may amend the Proposed Plan.

- (a) The Board may make amendments to this Proposed Plan or any awards without seeking security holder or TSXV approval for amendments of a “housekeeping” or administrative nature, including any amendment for the purpose of curing any ambiguity, error or omission in this Proposed Plan, or to correct or supplement any provision of this Proposed Plan that is inconsistent with any other provision of this Proposed Plan.
- (b) For any amendment of the Proposed Plan that involves decreasing the exercise price of awards granted to insiders of the Corporation (as defined by securities laws), such exercise price cannot be lower than the discounted market price as set out in the TSXV policies and will require disinterested Shareholder approval.

#### Disinterested Shareholder Approval

The Proposed Plan must be approved by a majority vote of the disinterested Shareholders. For the purposes of this resolution, disinterested Shareholders are all Shareholders other than the optionholders who have received stock options under the Proposed Plan, being Mr. Johnson, Mr. Fehr, Ms. Yan, Dr. Williams, Mr. Preston Maddin, Ms. Jacqueline Groot, Mr. Gordon Bell and Virtus Advisory Group. **Unless otherwise directed, it is the intention of the Management Designees to vote proxies in the accompanying form in favour of this ordinary resolution.**

*The text of the ordinary resolution to be considered at the Meeting will substantially be as follows:*

**“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:**

- 1. the proposed fixed 20% stock option plan of the Corporation (the “Proposed Plan”), pursuant to the terms disclosed in the Management Information Circular of the Corporation dated January 6, 2022 prepared for the purpose of the Meeting, be and is hereby approved, ratified and confirmed;**
- 2. the maximum number of stock options available under the Proposed Plan shall be fixed at 6,517,246, representing the number that is 20% of the total issued and outstanding Common Shares as at Record Date for the Meeting, such fixed number to remain in effect until further approval by the shareholders is obtained to increase the fixed number;**

3. the allocation by the directors of stock options for all unallocated Common Shares reserved or to be reserved under the Proposed Plan be and is hereby approved, ratified and confirmed;
4. this ordinary resolution may be revoked by the directors of the Corporation in their discretion by resolution without further approval, ratification or confirmation by the shareholders at any time and, in such case, the directors of the Corporation are hereby authorized to not implement the Proposed Plan without further approval, ratification or confirmation by the shareholders of the Corporation, and in such case, this ordinary resolution shall be deemed to have been rescinded; and
5. any one (or more) director(s) or officer(s) of the Corporation be and is/are hereby authorized and directed to perform all such acts, deeds and things and execute all such documents and other writings as may be required to give effect to this resolution.”

5. **Disinterested Shareholder Approval of Grants Under the Proposed Plan to Directors and Officers of the Corporation**

At the Meeting, disinterested Shareholders will be asked to consider and, if thought appropriate, approve and adopt an ordinary resolution ratifying the grant of stock options for an aggregate of 2,125,000 Common Shares to certain directors and officers of the Corporation, as follows:

<b>Date of Grant</b>	<b>No. of Common Shares Reserved</b>	<b>Exercise Price per Share</b>	<b>Expiry Date</b>
July 14, 2021	2,125,000	\$0.40	July 14, 2031

In order to approve this ordinary resolution, a majority of the votes cast at the Meeting by disinterested Shareholders must be voted in favour of the resolution. For the purposes of this resolution, disinterested Shareholders are all Shareholders other than the optionholders to whom these options were granted and any associates of these persons, being Mr. Johnson, Mr. Fehr, Ms. Yan, Dr. Williams, Mr. Preston Maddin and Ms. Jacqueline Groot. **Unless otherwise directed, it is the intention of the Management Designees to vote proxies in the accompanying form in favour of this ordinary resolution.**

The complete text of the ordinary resolution to be considered at the Meeting for approval, confirmation and adoption, with or without modification, is substantially as follows:

**“BE IT HEREBY RESOLVED as an ordinary resolution of the Corporation that:**

1. the granting of the following stock options be and is hereby ratified and approved:

<b>Date of Grant</b>	<b>No. of Common Shares Reserved</b>	<b>Exercise Price per Share</b>	<b>Expiry Date</b>
July 14, 2021	2,125,000	\$0.40	July 14, 2031

2. any one (or more) director(s) or officer(s) of the Corporation is/are authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this resolution.”

**6. Disinterested Shareholder Approval of Grants Under the Proposed Plan to Consultants of the Corporation**

At the Meeting, disinterested Shareholders will be asked to consider and, if thought appropriate, approve and adopt an ordinary resolution ratifying the grant of stock options for an aggregate of 700,000 Common Shares to consultants of the Corporation, as follows:

<b>Date of Grant</b>	<b>No. of Common Shares Reserved</b>	<b>Exercise Price per Share</b>	<b>Expiry Date</b>
July 14, 2021	300,000	\$0.40	July 14, 2031
August 1, 2021	400,000	\$0.40	August 1, 2026

In order to approve this ordinary resolution, a majority of the votes cast at the Meeting by disinterested Shareholders must be voted in favour of the resolution. For the purposes of this resolution, disinterested Shareholders are all Shareholders other than the optionholders to whom these options were granted and any associates of these persons, being Mr. Gordon Bell and Virtus Advisory Group. **Unless otherwise directed, it is the intention of the Management Designees to vote proxies in the accompanying form in favour of this ordinary resolution.**

The complete text of the ordinary resolution to be considered at the Meeting for approval, confirmation and adoption, with or without modification, is substantially as follows:

**“BE IT HEREBY RESOLVED as an ordinary resolution of the Corporation that:**

- 1. the granting of the following stock options be and is hereby ratified and approved:**

<b>Date of Grant</b>	<b>No. of Common Shares Reserved</b>	<b>Exercise Price per Share</b>	<b>Expiry Date</b>
July 14, 2021	300,000	\$0.40	July 14, 2031
August 1, 2021	400,000	\$0.40	August 1, 2026

- 2. any one (or more) director(s) or officer(s) of the Corporation is/are authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this resolution.”**

**STATEMENT OF DIRECTOR AND EXECUTIVE OFFICER COMPENSATION**

**Oversight and Description of Director and Named Executive Officer Compensation**

Prior to the Corporation completing its qualifying transaction with Marvel Biotechnology Inc. (the **“Qualifying Transaction”**), changing its name from Alphanco Venture Corp. and continuing from British Columbia into Alberta effective June 14, 2021, the Corporation was a capital pool company formed pursuant to the policies of the TSXV and was restricted in the amount and depth of executive and Board compensation plans and policies it could implement until such time as it had successfully completed a Qualifying Transaction. Compensation of the Corporation’s NEOs and directors was reviewed annually by the Corporation’s Board.

**Named Executive Officers**

The Corporation’s executive compensation program is available to the Named Executive Officers of the Corporation which is defined by securities legislation to mean each of the following individuals: (i) each individual who, during any part of the most recently completed financial year, served as the Chief Executive Officer (**“CEO”**) of the Corporation, including an individual performing functions similar to a chief executive



officer; (ii) each individual who, during any part of the most recently completed financial year, served as the Chief Financial Officer (“**CFO**”) of the Corporation, including an individual performing functions similar to a chief financial officer; (iii) the Corporation’s (and its subsidiaries) most highly compensated executive officer, other than the CEO and the CFO, at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and (iv) each individual who would be a “Named Executive Officer” under (iii) above but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year (the “**Named Executive Officer**” or “**NEO**”).

The Named Executive Officers of the Corporation for the year ended July 31, 2021 were:

J. Roderick Matheson, CEO and Executive Chairman  
Dr. Mark Williams, President and Chief Science Officer  
Preston Maddin, CFO  
Joanne Yan, former CEO and CFO

### ***Compensation Discussion and Analysis***

Following the completion of the Qualifying Transaction and looking forward to the ensuing fiscal year ending July 31, 2022, the Board, with guidance and recommendations to be provided by the Corporate Governance and Compensation Committee, has been focused on developing a compensation philosophy for NEOs that is designed to attract well-qualified individuals by paying competitive base salaries plus short and long-term incentive compensation in the form of stock options or other suitable long-term incentives. In making its determinations regarding the various elements of executive compensation, the Corporation will have access to and will rely on published studies of compensation paid in comparable businesses.

The duties and responsibilities of the CEO are typical of those of a business entity of the Corporation’s size in a similar business and include direct reporting responsibility to the Corporation’s Board, overseeing activities of all other executives of the Corporation, representing the Corporation, providing leadership and responsibility for achieving corporate goals, and implementing corporate policies and initiatives.

The objectives of the Corporation’s executive compensation program are reviewed by the Corporation’s Corporate Governance and Compensation Committee, and are currently as follows:

- to attract, retain and motivate talented executives who create and sustain the Corporation’s continued success;
- to align the interests of the Corporation’s executives with the interests of the Corporation’s shareholders; and
- to provide total compensation to executives that is competitive with that paid by other companies of comparable size engaged in a similar business in appropriate regions.

Overall, the executive compensation program will aim to design executive compensation packages that mirror executive compensation packages for executives with similar talents, qualifications and responsibilities at companies with similar financial, operating and industrial characteristics. The Corporation expects to undergo rapid growth and is committed to retaining its key executives for the next several critical years, while at the same time ensuring that executive compensation is tied to specific corporate goals and objectives. The Corporation’s executive compensation program will be designed to reward executives for reinforcing the Corporation’s business objectives and values, for achieving the Corporation’s performance objectives, and for their individual performance.

The executive compensation program currently consists of a combination of base salary and stock option incentives, such stock option incentives currently being subject to ratification by the Shareholders at this Meeting. The Board (with assistance and recommendation from the Corporation’s CEO and the Corporate Governance and Compensation Committee, as appropriate) also anticipates considering and implementing a performance bonus for its NEOs in due course. The base salary of an NEO is intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

The Corporation will adopt procedures to ensure that all employment, consulting, or other compensation arrangements between the Corporation and any director or executive officer of the Corporation or between any director or executive officer of a subsidiary of the Corporation are considered and approved by independent Directors, in accordance with TSXV policies.

### **Stock Options**

The Corporation believes that equity-based compensation in the form of stock options will link the interests of its executive officers with the long-term interests of the Corporation's Shareholders. Stock option awards to executive officers (including NEOs) will typically be subject to time-based vesting provisions. The Corporation believes that such awards will encourage NEOs to focus on long-term company performance and increasing long-term Shareholder value and will serve as a useful retention mechanism by encouraging NEOs to remain employed with the Corporation.

The Corporation does not currently have any formal policy regarding when stock options are to be granted or the size of any given grant, and the Corporation does not intend to tie such grants directly to any pre-established corporate or individual goals. The Corporation's Corporate Governance and Compensation Committee will, however, consider and evaluate the total compensation package and make recommendations to the Board, including base salary and cash bonuses received or to be received by a particular executive officer, and will seek to ensure that such total compensation package is fair, reasonable and competitive. When considering an award of options to an executive officer, consideration of the number of options previously granted to the executive will be taken into account.

For further detailed information regarding the Corporation's Proposed Plan, please refer to "MATTERS TO BE ACTED UPON AT THE MEETING – 4. Approval of a New Form of Stock Option Plan for the Corporation."

### **Broad-Based Benefits Programs**

All full-time employees, as well as the Corporation's NEOs, may participate in the Corporation's health and welfare benefit programs, including medical, dental and vision care coverage, disability insurance and life insurance. The Corporation does not intend to provide perquisites or personal benefits to its NEOs that are not otherwise generally available to other employees.

### **Determination of the Amount of Each Element of the Executive Compensation Program**

#### Base Salary

The base salary review of any NEO will take into consideration the current competitive market conditions, experience, proven or expected performance, and the particular skills of the NEO. Base salary is not currently evaluated against a formal "peer group".

#### Performance Bonuses

The Corporation's Board will oversee the operation of the bonus plan by evaluating and approving the targets and the objectives to be met by the NEOs and the amount of bonus payable at specific levels of attainment of those targets and objectives. The bonus for any individual NEO will vary and be dependent upon the position and financial performance of the related business unit or corporate activity.

Each element of the compensation plan will be designed to meet one or more objectives of the overall program.

The fixed base salary of any NEO, combined with the granting of stock options, has been designed to provide total compensation which the Corporation's Board believes is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

### Option-Based Awards

The Corporation's Proposed Plan will be administered by the Corporate Governance and Compensation Committee that will provide recommendations for further consideration and final approval by the Board.

The value of option-based awards will be based on grant date fair value using the Black-Scholes option-pricing model.

### **Director Compensation**

Prior to the successful completion of the Corporation's Qualifying Transaction and up to July 31, 2021, the Corporation did not compensate its directors in their capacities as directors of the Corporation.

Effective August 1, 2021, the Board approved compensation for the non-executive directors of the Corporation of \$2,500 per quarter, per director (a total of \$10,000 per annum, per director), plus stock options as further determined by the Board from time to time and reimbursement of reasonable travel expenses, such compensation to be reviewed annually by the Corporate Governance and Compensation Committee.

### **Director and Named Executive Officer Compensation Excluding Compensation Securities**

The following table sets forth all compensation (other than compensation securities) paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation, or a subsidiary of the Corporation to the Corporation's NEO's and directors for the two most recently completed financial years.

**Table of Compensation Excluding Compensation Securities**

<b>Name and Position</b>	<b>Fiscal Year July 31</b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>
<b>Joanne Yan</b> <sup>(1)</sup> Director and Former CEO and CFO	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
<b>J. Roderick Matheson</b> CEO and Executive Chairman	2021	147,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	147,000
	2020	77,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	77,000
<b>Preston Maddin</b> <sup>(4)</sup> CFO	2021	129,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	129,000
	2020	76,500 <sup>(2)(4)</sup>	Nil	Nil	Nil	Nil	76,500
<b>Dr. Mark Williams</b> President, Chief Science Officer and Director	2021	150,000 <sup>(3)</sup>	Nil	Nil	Nil	Nil	150,000
	2020	50,000 <sup>(3)</sup>	Nil	Nil	Nil	Nil	50,000

**Table of Compensation Excluding Compensation Securities**

<b>Name and Position</b>	<b>Fiscal Year July 31</b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>
<b>Neil A. Johnson</b> Director	2021 2020	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A
<b>Jeremy Fehr</b> Director	2021 2020	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A

**Notes:**

- (1) Effective on the closing of the Qualifying Transaction, being June 14, 2021, Ms. Yan stepped down as the Corporation's CEO and CFO and continued as a director.
- (2) During the years ended July 31, 2021 and 2020, a privately held company wholly-owned by a director and chief executive officer of the Corporation provided executive management, executive financial and administration staff and services under an Executive Management and Administrative Services Contract (the "Contract") entered into January 1, 2020. The effective fees paid to a private company controlled by J. Roderick Matheson, providing the services of CEO to Marvel Biotechnology Inc. were at the initial fee rate of \$11,000 per month commencing on January 1, 2020, and were amended effective October 1, 2020 to a fee rate of \$12,500 per month; and the effective fees paid to a private company controlled by Preston J. Maddin, providing the services of CFO were at the initial fee rate of \$9,500 per month that commencing on January 1, 2020 and amended effective October 1, 2020 to a fee rate of \$11,000 per month. Under the Contract, a deposit of \$35,000 was advanced to the related party during the year ended July 31, 2020. On July 31, 2021, the Contract was mutually terminated, and the deposit was retained by the related party as a contract termination settlement. The CEO and CFO subsequently received direct payments to their respective privately held companies as fees for providing executive services.
- (3) During the years ended July 31, 2021 and 2020, Marvel Biotechnology Inc. paid the Chief Science Officer and director effective April 1, 2020, \$12,500 per month for consulting services pursuant to a management consulting agreement entered into effective November 15, 2019.
- (4) During the year ended July 31, 2020, Marvel paid to a company wholly-owned by the CFO \$10,000 for consulting services.

**Stock Options and Other Compensation Securities**

The following table sets forth all compensation securities granted or issued to Named Executive Officers and directors by the Corporation or one of its subsidiaries during the year ended July 31, 2021.

<b>Compensation Securities</b>							
<b>Name and Position</b>	<b>Type of compensation security</b>	<b>Number of compensation securities, number of underlying securities, and percentage of class<sup>(7)</sup></b>	<b>Date of issue or grant</b>	<b>Issue, conversion or exercise price (\$)</b>	<b>Closing price of security or underlying security on date of grant (\$)</b>	<b>Closing price of security or underlying security at year end (\$)</b>	<b>Expiry date</b>
<b>Joanne Yan<sup>(1)</sup></b>	Options	175,000 (2.7%)	Jul 14/21	0.40	0.35	0.24	Jul 14/31

**Compensation Securities**

<b>Name and Position</b>	<b>Type of compensation security</b>	<b>Number of compensation securities, number of underlying securities, and percentage of class<sup>(7)</sup></b>	<b>Date of issue or grant</b>	<b>Issue, conversion or exercise price (\$)</b>	<b>Closing price of security or underlying security on date of grant (\$)</b>	<b>Closing price of security or underlying security at year end (\$)</b>	<b>Expiry date</b>
Director and Former CEO and CFO							
<b>J. Roderick Matheson<sup>(2)</sup></b> CEO and Executive Chairman	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Preston Maddin<sup>(3)</sup></b> CFO	Options	800,000 (12.3%)	Jul 14/21	0.40	0.35	0.24	Jul 14/31
<b>Dr. Mark Williams<sup>(4)</sup></b> President, Chief Science Officer and Director	Options	500,000 (7.7%)	Jul 14/21	0.40	0.35	0.24	Jul 14/31
<b>Neil A. Johnson<sup>(5)</sup></b> Director	Options	175,000 (2.7%)	Jul 14/21	0.40	0.35	0.24	Jul 14/31
<b>Jeremy Fehr<sup>(6)</sup></b> Director	Options	175,000 (2.7%)	Jul 14/21	0.40	0.35	0.24	Jul 14/31

**Notes:**

- (1) As at July 31, 2021, Ms. Yan held 175,000 stock options.
- (2) As at July 31, 2021, Mr. Matheson held nil stock options.
- (3) As at July 31, 2021, Mr. Maddin held 800,000 stock options.
- (4) As at July 31, 2021, Dr. Williams held 500,000 stock options.
- (5) As at July 31, 2021, Mr. Johnson held 175,000 stock options.
- (6) As at July 31, 2021, Mr. Fehr held 175,000 stock options.
- (7) The stock options listed above vest immediately upon the Corporation receiving disinterested Shareholder approval of the Proposed Plan.

## Exercise of Compensation Securities by Directors and NEOs

The following table sets forth each exercise of compensation securities by a Named Executive Officer or director during the year ended July 31, 2021.

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise <sup>(1)</sup> (\$)	Difference between exercise price and closing price on date of exercise <sup>(1)</sup> (\$)	Total value on exercise date <sup>(1)</sup> (\$)
Dr. Mark Williams <sup>(1)</sup> , President, Chief Science Officer and Director	Performance Warrants	2,000,000	0.025	Nov 13/20	N/A	N/A	N/A
	Performance Warrants	3,000,000	0.025	Apr 13/21	N/A	N/A	N/A

### Notes:

(1) Each performance warrant entitled the holder to purchase one Common Share of the Corporation at a set price and vested immediately. During the fiscal year ending July 31, 2021, the President and Chief Science Officer exercised a total of 5,000,000 performance warrants under a Consulting Agreement and prior to closing of the Qualifying Transaction on June 14, 2021.

## Employment and Consulting Agreements

### Employment Agreements

At July 31, 2021, the Corporation did not have any employment agreements in place with any of the NEOs of the Corporation and therefore no termination and change of control benefits relating thereto.

### Consulting Agreements

#### Dr. Mark Williams

At July 31, 2021 and presently, the Corporation has a consulting agreement in place with Dr. Williams (the "**Consulting Agreement**") to provide services in performance of the roles of President and Chief Science Officer on behalf of the Corporation. Effective August 1, 2021, Marvel Biotechnology Inc. assigned the Consulting Agreement to the Corporation. Pursuant to the terms of the Consulting Agreement, Dr. Williams is paid \$12,500 per month and reimbursed for out-of-pocket expenses and travel and other business expenses in the performance of his services for the Corporation, as approved by the Chairman of the Board on behalf of the Board.

On November 15, 2021 an amendment agreement (the "**Amendment Agreement**") was entered into between Dr. Williams and the Corporation to update, expand and more accurately define what constitutes "Business" under the Consulting Agreement. The amended Section 1.1(d) of the Consulting Agreement clarifies that "Business" means the research and development of:

- (i) its compound asset and any derivatives from MB-204 ("MB-204") being developed for neurological diseases and conditions focused on depression and anxiety, Alzheimer's, ADHD, non-alcoholic steatohepatitis ("NASH"), cancer and Multiple Sclerosis ("MS") (collectively the "A2a program");

(ii) the new “non-hallucinogenic program” initiated and identified from a series of compounds developed by the Parties inspired by known psychedelic molecules, that appear to be active as anti-depressants, and whose goal is to identify and develop novel, safe agents that promote neuroplasticity without the liabilities of abuse potential or hallucinations that occur with psychedelics which include ketamine, LSD and tryptamine derivatives such as DMT and psilocybin; and

(iii) the potential third program, “Nitroxonide program”,

For clarity, it is not intended for the Corporation to develop any other programs than in these areas.

Dr. Williams is eligible to participate in the Corporation’s Proposed Plan and any other equity incentive plans the Corporation has in effect, and to receive performance warrants from time to time, as approved by the Board. Dr. Williams is entitled to a royalty payment equal to two percent (2.0%) of the revenue received by the Corporation as a direct result of commercialization of the drug compounds developed by the Corporation. The royalty payment shall be calculated and paid within 30 days of the Corporation’s receipt of any revenue. In the event that the Corporation intends to enter into an agreement for the purchase and sale of the developments to a third party, the Corporation shall include a condition in the purchase and sale agreement requiring that the third-party enter into an agreement with Dr. Williams regarding the royalties, on the same terms as contained in his Consulting Agreement with the Corporation, unless otherwise negotiated with Dr. Williams.

All developments, including inventions, whether patentable or otherwise, trade secrets, discoveries, improvements, ideas and writings which are derived from or created in the course of the provision of services by Dr. Williams and either directly or indirectly relate to or may be useful in the business of the Corporation or any of its respective affiliates, associates or divisions which Dr. Williams, either alone or in conjunction with any other person, has conceived, made, developed, acquired or acquired knowledge of during the term of the Consulting Agreement, shall become and remain the sole and exclusive property of the Corporation.

The Consulting Agreement provides for a 12 month non-competition clause and 12 month non-solicitation clause with Dr. Williams.

The initial term of the Consulting Agreement is three (3) years. Dr. Williams may terminate the Consulting Agreement by providing the Corporation 90 days’ notice in writing, subject to the Corporation waiving such notice period. The Corporation may terminate the Consulting Agreement for any reason by providing Dr. Williams with 90 days’ notice in writing. The Consulting Agreement shall terminate immediately in the event of bankruptcy, insolvency, death and failure to perform the services in accordance with the Consulting Agreement. There are no severance or termination entitlements under the Consulting Agreement.

#### Renaissance Mercantile Corp.

During the year ended July 31, 2021, a privately held company wholly-owned by J. Roderick Matheson, a director and the Chief Executive Officer of the Corporation provided executive management, executive financial and administration staff and services under the Contract entered into January 1, 2020, receiving fees of \$515,100 in the year ended July 31, 2021 and fees of \$278,985 for the year ended July 31, 2020.

Under the Contract, a deposit of \$35,000 was advanced to Mr. Matheson during the year ended July 31, 2020. On July 31, 2021, the Contract was mutually terminated, and the deposit was retained by Mr. Matheson as a contract termination settlement. Mr. Matheson and Mr. Preston J. Maddin, the CFO, subsequently received indirect payments to their respective privately held companies as fees for providing executive services pursuant to the Contract. The effective fees paid to a private company controlled by Mr. Matheson for providing the services of CEO to Marvel Biotechnology Inc. were at the initial fee rate of \$11,000 per month commencing on January 1, 2020 and were amended effective October 1, 2020 to a fee rate of \$12,500 per month.

The effective fees paid to a private company controlled by Mr. Maddin for providing the services of CFO were at the initial fee rate of \$9,500 per month commencing on January 1, 2020 and amended effective October 1, 2020 to a fee rate of \$11,000 per month.

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at the end of the Corporation's most recently completed financial year.

<b>Plan Category</b>	<b>Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of Common Shares remaining available for issuance under equity compensation plans (excluding securities reflected in column a)</b>
Equity compensation plans approved by securityholders	Nil	N/A	Nil
Equity compensation plans not approved by securityholders	4,425,000 <sup>(1)</sup>	\$0.33	2,092,246
<b>Total</b>	<b>4,425,000</b>	<b>\$0.33</b>	<b>2,092,246</b>

**Note:**

(1) Includes 1,600,000 compensation warrants granted prior to the year ended July 31, 2021, on April 23, 2020.

### AUDIT COMMITTEE INFORMATION

National Instrument 52-110 *Audit Committees* ("NI 52-110") requires the Corporation, as a venture issuer, to disclose annually certain information concerning the composition of its Audit Committee and its relationship with its independent auditors, as set forth in the following discussion.

#### Audit Committee Charter

The Corporation's Audit Committee is governed by an Audit Committee Charter, the text of which is attached as Appendix A to this Circular.

#### Composition of the Audit Committee

The Audit Committee is currently comprised of three individuals, all of whom are financially literate and a majority of whom are independent as determined in accordance with NI 52-110. The current members of the Audit and Finance Committee are Mr. Fehr (Chair), Mr. Johnson and Ms. Yan. Ms. Yan will step down on the date of the Meeting. Immediately following the Meeting, the Board will re-appoint its committees to ensure the Audit Committee remains comprised of three members.

#### Relevant Education and Experience

The following relevant education and experience of the members of the Audit Committee have been used in assessing their financial literacy:

##### Jeremy Fehr

Mr. Fehr has spent 20 years working within the investment industry, initially as an investment advisor with Canaccord Capital Corporation Vernon, until 2001, and subsequently Calgary. Mr. Fehr was the founder, creator and Chief Executive Officer (since March 2005) of SIACHarts.com, a Calgary based company developing proprietary risk management technologies for industry portfolio managers and investment



professionals. It is a preeminent technical analysis service with a subscriber base of over 550 investment professionals. Mr. Fehr founded its related company, SIA Wealth Management Inc., and since March 2014, has acted as its Chief Executive Officer. SIA Wealth Management Inc. is an independent investment management firm focused on building financial wealth by constructing diversified funds and portfolios based on relative strength analysis and risk management. The analysis and portfolios constructed and managed encompass various asset classes via Exchange Traded Fund investment vehicles. SIA is currently registered in the Provinces of Alberta and Ontario as a portfolio manager, investment fund manager and exempt market dealer.

#### Neil A. Johnson

Mr. Johnson has over 25 years of experience in investment banking, merchant banking and research analysis in both the Canadian and UK capital markets.

Mr. Johnson is presently, and has been since June 2015, Executive Director and Chief Executive Officer of Duke Royalty Ltd. (AIM: DUKE), a royalty investment company, with responsibility for the overall strategic direction and performance of the group. Working closely with the other members of the management team, board members and the Investment Committee, he leads all deal origination, due diligence and structuring. Since founding Duke Royalty, Mr. Johnson has raised approximately \$200 million from institutional investors in Europe. Presently and since September 2014, Mr. Johnson is President of Abingdon Capital Corp., a Toronto based royalty financing advisory firm. In 2012 Mr. Johnson co-founded and became Chief Executive Officer of Difference Capital Financial, a Toronto based Canadian publicly listed merchant bank and specialty finance company targeting primarily late-stage private Canadian growth companies with over \$180 million of invested capital. For the previous 19 years, he worked for Canaccord Genuity, first in Canada and later at Canaccord London rising to the positions of Head of Corporate Finance (Europe), Global Head of Technology, and a member of the Global Executive Committee. Mr. Johnson was instrumental in the firm becoming authorized as a nominated adviser for AIM and regulated in the UK and London Stock Exchange Main Market listings; he spearheaded the firm's diversification into the technology industry and led Canaccord's initiative to attract North American firms to list in London. During his tenure, Canaccord Genuity became the leading broker on AIM and raised over \$7 billion of equity for Canadian-domiciled companies. Since May 2019, Mr. Johnson has been Secretary and Director of Rozdil Capital Corporation, a capital pool company listed on the TSXV.

Mr. Johnson is a graduate of the Richard Ivey School of Business at Western University in London, Ontario and holds the designation of Chartered Financial Analyst (CFA).

#### Joanne Yan

Ms. Yan has extensive public company experience having been a lead director, a governance committee chair and executive officer of numerous companies listed on the TSXV and the Toronto Stock Exchange. Since September 1994, Ms. Yan has been President of Joyco Consulting Services Inc., a wholly owned private Vancouver, BC company, providing business consulting services particularly with respect to mergers and acquisitions and related public and private financings.

#### **Audit Committee Oversight**

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

#### **Reliance on Certain Exemptions**

Since the commencement of the Corporation's most recently completed financial year, it has not relied on the exemption in section 2.4 (*De Minimus Non-audit Services*), an exemption in section 6.1.1 (*Composition of the Audit Committee*) or an exemption granted under Part 8 (*Exemptions*) of NI 52-110.

### Pre-Approval Policies and Procedures

The Corporation will not engage external auditors to carry out any Prohibited Service as defined in the CICA revised Rules of Professional Conduct.

The Board, upon recommendation from the Audit Committee, will consider the pre-approval of permitted services to be performed by the external auditors in each of the following broad categories:

- Audit Services
- Audit Related Services
- Tax Services

Engagements of external auditors will only commence subsequent to Board pre-approval of audit services, and only a member of the Audit Finance Committee, or the CEO or CFO shall be authorized to request services of external auditors.

### External Auditor Service Fees

The following table sets out the aggregate fees billed by our external auditor in each of the last two financial years for services provided to the Corporation:

Financial Year Ending July 31	Audit Fees <sup>(1)</sup>	Audit Related Fees <sup>(2)</sup>	Tax Fees <sup>(3)</sup>	All Other Fees <sup>(4)</sup>
2021	\$28,500	\$4,000	Nil	Nil
2020	\$2,000	Nil	Nil	Nil

#### Notes:

1. Fees paid for the audit of the annual financial statements and other regulatory audits and filings.
2. Fees paid for professional services related to audit procedures performed on the reverse take-over transaction with Alphanco Venture Corp. that are reasonably related to the performance of the audit or review of the Corporation's financial statements that are not disclosed in the "Audit Fees" column.
3. Fees paid for tax compliance, tax advice, tax planning and advisory services.
4. Fees paid for professional services other than those listed in the previous three columns.

### Exemption

The disclosure in this section is being provided in reliance upon the exemption in Section 6.1 of NI 52-110 because the Corporation is a venture issuer and, therefore, it is not required to file an annual information form.

## DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

### General

The Board and senior management of the Corporation consider good corporate governance to be central to the effective operation of the Corporation and are committed to maintaining a high standard of corporate governance.

The Board has delegated primary responsibility for the development of certain governance practices and mechanisms to the Corporate Governance and Compensation Committee. The Corporate Governance and Compensation Committee's charter provides that the responsibilities of such committee include: (i) establishing and reviewing member characteristics for the Board; (ii) evaluating, identifying and recommending nominees to the Board; (iii) monitoring and reviewing the education and development of members of the Board; (iv) recommending directors to serve as committee members and chairs; (v) reviewing and developing corporate governance guidelines, policies and procedures for the Board; (vi) establishing and implementing evaluation processes for the Board, committees and chairs; (vii) establishing procedures for the engagement of independent counsel by a director; (viii) reviewing disclosure by the

Corporation of matters within the committee's mandate; and (ix) reviewing and evaluating the efficacy of the committee's charter.

The Board has devoted significant attention and resources to reviewing the Corporation's corporate governance practices and ensuring that the Corporation's system of corporate governance will meet applicable legal requirements on an ongoing basis. The Board adopted its Terms of Reference ("**Terms of Reference**") and a number of policies including policies related to insider trading, disclosure and the media and a whistleblower policy, to assist the Corporation in maintaining a high standard of corporate governance. With input from the relevant committees, the Board also created the charters for its committees, the Audit Committee and the Corporate Governance and Compensation Committee.

The Board has adopted Corporate Governance Guidelines (which set out the responsibilities of the Board as a whole, the structure of the Board, the responsibilities of directors and other matters related to the operations of the Board) and a Code of Ethics and Business Conduct (which is applicable to all directors, officers and employees of the Corporation).

The Corporate Governance and Compensation Committee will, at least annually, conduct a review of the Corporation's governance policies, as well as its Board and committee charters and terms of reference. The Board is committed to continuing to monitor new developments relating to governance best practices to ensure the Corporation is achieving compliance and implementing processes accordingly.

The Board of the Corporation has recently appointed Mr. Johnson as Lead Director. Since Mr. Matheson is not an independent Chairman, Mr. Johnson, as Lead Director, will work to ensure that the Board operates independently of management and that Board members have an independent leadership contact.

Set out below is a description of certain corporate governance practices of the Corporation.

### **Board of Directors**

Pursuant to the TSXV Corporate Finance Manual, each issuer must have at least three directors, including at least two independent directors. The Board is currently comprised of five directors, all of whom, except for Ms. Yan, are being proposed for re-election at the Meeting. Pursuant to the Terms of Reference, the Board is responsible for assessing director independence. The Board has assessed the independence of each director in accordance with National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). Following this assessment as at the Effective Date, the Board concluded that two of the five existing directors, being Mr. Johnson and Mr. Fehr, are currently independent. Mr. Matheson and Dr. Williams are not considered independent by virtue of their current executive positions with the Corporation and Ms. Yan is not considered independent by virtue of her past executive positions with the Corporation within the past three years.

The Corporation and the Board recognize the significant commitment involved in being a member of the Board. The Corporate Governance Guidelines set out rules regarding limitations on the number of boards of other publicly traded companies on which a director may serve, the minimum number of Board meetings to be held annually by the Corporation, orientation and continuing education for Board members, as well as Board and management responsibilities.

Currently, the following directors serve on the boards of directors of other reporting issuers in Canada (or the equivalent in a foreign jurisdiction) as listed below.

<b>Director</b>	<b>Public Company Board Membership</b>
Joanne Yan	Hanwei Energy Services Corp. – TSX ElectraMeccanica Vehicles Corp. – NASDAQ OOOOO Entertainment Commerce Limited – TSXV AADirection Capital Corp. - TSXV Vitality Products Inc. – TSXV Mary Agrotechnologies Inc. – CSE

<b>Director</b>	<b>Public Company Board Membership</b>
Dr. Mark Williams	Algernon Pharmaceuticals Inc. - CSE
Neil A. Johnson	Duke Royalty Ltd. – AIM Rozdil Capital Corporation - TSXV

The Board plans to hold formal meetings five times a year and additionally during the year as the need arises. In addition, the Board intends to hold informal update calls during the months where there are no regularly scheduled meetings. The frequency and length of meetings and the nature of agenda items depend upon the circumstances. Meetings are generally lengthy, detailed and well attended, and are conducted in an atmosphere that encourages participation and independence. In order to promote candid discussion among the independent directors, an in-camera session is considered at every board and committee meeting, from which Mr. Matheson, Dr. Williams and any other management invitees in attendance are recused.

### **Orientation and Continuing Education**

Each director on the Board has recently been provided with a director's manual, which will be updated on a regular basis. As new Board members join the Corporation, they will be provided with a director's manual and expected to review and become familiar with its contents. The director's manual contains the Board Terms of Reference, committee charters, Corporate Governance Guidelines, the Code of Business Conduct and Ethics, the position descriptions of the Chair of the Board, Lead Director and Committee Chairs, other key corporate policies and other relevant corporate and Board information.

The Corporation also provides directors with opportunities to increase their knowledge and understanding of the Corporation's business. Briefings on strategic issues are conducted regularly, and typically include reviews of the competitive environment, the Corporation's performance relative to its peers, and any other developments that could materially affect the Corporation's business. In addition, the Board is briefed on a regular basis on corporate governance developments and emerging best practices in corporate governance.

### **Ethical Business Conduct**

The Board adopted a Code of Business Conduct and Ethics ("**Code**") which sets out in detail the purpose, scope and application of the Code and outlines general principles by which the Corporation is governed. The Code and the method of administering the Code, handling inquiries and complaints, investigating violations, and reporting to the Board on matters related to the Code has been communicated to directors, officers and employees. The Code is accessible through SEDAR at [www.sedar.com](http://www.sedar.com).

The Board and the Audit Committee have also established a Whistleblower Policy and engaged an independent whistleblower service provider to encourage employees, consultants, officers and directors to raise concerns regarding any matters, including accounting, internal controls or auditing matters, on a confidential basis free from discrimination, retaliation or harassment. A report on the status of any matters arising from the Whistleblower Policy will be provided at each meeting of the Audit Committee.

In addition, in order to ensure independent judgment in considering transactions/agreements in which a director/officer has a material interest, all related party transactions are approved by the independent directors and all payments under related party transactions are approved by the Audit Committee.

### **Nomination of Directors**

The responsibility for identifying new candidates for Board nomination has been delegated to the Corporate Governance and Compensation Committee. As of the Effective Date, the Corporate Governance and Compensation Committee is comprised of Ms. Yan (as Chair), Mr. Fehr and Mr. Johnson, a majority of whom are independent directors. Ms. Yan will step down as chair of the Corporate Governance and Compensation Committee on the date of the Meeting, after which time her replacement will be appointed.

For further information concerning the responsibilities, powers and operations of the Corporate Governance and Compensation Committee see above under “*General*”. If a vacancy occurs on the Board, or if additional members are deemed necessary, the Corporate Governance and Compensation Committee will, in consultation with the CEO, identify candidates who satisfy the skills and characteristics criteria and the long-term plan for the Board composition established by such committee. The Corporate Governance and Compensation Committee will recommend such candidates to the Board for appointment.

### **Compensation**

Further information regarding the activities of the Corporate Governance and Compensation Committee is provided under the heading “*STATEMENT OF DIRECTOR AND EXECUTIVE OFFICER COMPENSATION*” elsewhere in this Management Information Circular.

### **Other Board Committees**

The Board does not have any standing committees other than the Audit Committee and the Corporate Governance and Compensation Committee.

The Board from time to time and on an ad hoc basis may determine it to be in the best interests of the Corporation to form special committees of the Board to review or investigate specific matters and report findings or recommendations to the Board for further consideration. Following the completion or finalization of the matter or purpose for which the special committee had been established, the special committee is dissolved and ceases to exist.

### **Board Assessments**

During the fiscal year ending July 31, 2022, the Board anticipates implementing a formal Board evaluation process to assess the effectiveness of the Board as a whole, including the completion of a board skills matrix, general review of the committees of the Board and the contribution of individual directors.

### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

With the exception of the below, to the knowledge of the Board and management of the Corporation, no director or executive officer of the Corporation or anyone who has held office as such since the beginning of the last financial year of the Corporation nor any proposed nominee for election as a director of the Corporation or of any associate or affiliate of any of the foregoing has a material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

Certain directors, executive officers, employees and consultants of the Corporation were granted stock options during the most recently completed fiscal year that are all subject to ratification and confirmation by the disinterested Shareholders of the Corporation’s new form of Stock Option Plan as well as of the option grants to the individuals. Certain of the resolutions being presented during the Meeting are subject to disinterested Shareholder approval and therefore the individuals who are Shareholders who were granted these stock options are not allowed to vote on the resolutions relating to their respective stock options.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

To the knowledge of the Board and management of the Corporation, none of the Corporation’s directors, executive officers or companies or persons that beneficially own or control or direct, directly or indirectly, or a combination of both, more than 10 percent of the Corporation’s Common Shares, proposed nominees for election as directors of the Corporation or any of their respective associates or affiliates, has any material interest in any transaction with the Corporation since the commencement of the Corporation’s last financial year, or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

There is not currently, nor has there been since the beginning of the most recently completed financial year of the Corporation any outstanding indebtedness owing to the Corporation or, in each case, any subsidiary thereof, by: (i) any director, executive officer or employee of the Corporation, as the case may be; (ii) any former director, executive officer or employee of the Corporation, as the case may be; (iii) any proposed nominee for election as a director of the Corporation; or (iv) any Affiliate of any current or former director, executive officer or proposed nominee for election as a director of the Corporation, either pursuant to an employee stock purchase program of the Corporation, as the case may be, or otherwise, and no individual is or has been indebted to any other entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit, or similar arrangement or understanding by the Corporation, as the case may be.

## **MANAGEMENT CONTRACTS**

During the year ended July 31, 2021, no management functions of the Corporation were to any substantial degree performed by a person or company, other than the directors or NEOs of the Corporation.

## **OTHER MATTERS**

As of the date of this Management Information Circular, the Board and management know of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting; however, if any other matter properly comes before the Meeting, proxies in favour of management nominees will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

The contents and the sending of this Management Information Circular have been approved by the Directors of the Corporation.

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information relating to the Corporation's most recently completed financial year is provided in the Corporation's comparative financial statements and management's discussion and analysis available on SEDAR. A Shareholder may contact the Corporation at Suite 420, 505 – 8 Ave. SW, Calgary, Alberta, T2P 1G2, Attention: Corporate Secretary, to obtain a copy of the Corporation's most recent financial statements and management's discussion and analysis.

Dated January 6, 2022

**APPENDIX "A" ATTACHED TO THE MANAGEMENT INFORMATION CIRCULAR IN CONNECTION WITH THE ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS OF MARVEL BIOSCIENCES CORP. TO BE HELD ON FEBRUARY 15, 2022**

**AUDIT COMMITTEE CHARTER**



**MARVEL BIOSCIENCES CORP.  
AUDIT COMMITTEE CHARTER**

**PART I  
ESTABLISHMENT OF COMMITTEE**

**1. Committee Purpose**

The Audit Committee (the "**Committee**") is established by the board of directors (the "**Board**") of Marvel Biosciences Corp. (the "**Corporation**") primarily for the purpose of overseeing the accounting and financial reporting processes and the reviews and audits of the financial statements of the Corporation.

The Committee shall assist the Board in fulfilling its oversight responsibilities by monitoring, among other things:

- (a) the quality and integrity of the financial statements and related disclosure of the Corporation;
- (b) compliance by the Corporation with legal and regulatory requirements that could have a material effect upon the financial position of the Corporation which are not subject to the oversight of another committee of the Board or the Board as a whole;
- (c) the auditor's qualifications and independence; and
- (d) performance of the Corporation's auditor.

**2. Composition of Committee**

The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three directors, provided that all members of the Committee shall be determined by the Board to be independent and financially literate within the meaning of National Instrument 52-110 (Audit Committees) and the rules of any stock exchange or market on which the Corporation's shares are listed or posted for trading (collectively, "**Applicable Governance Rules**"). In this Charter, the term "independent" includes the meanings given to similar terms by Applicable Governance Rules, including the terms "non-executive", "outside" and "unrelated" to the extent such terms are applicable under Applicable Governance Rules. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the past three (3) years.

**3. Appointment of Committee Members**

The members of the Committee shall be appointed by the Board on the recommendation of the Corporate Governance and Compensation Committee. The members of the Committee shall be appointed following each annual meeting of shareholders and shall hold office until the next annual meeting, until they are removed by the Board or until their successors are earlier appointed, or until they cease to be directors of the Corporation.



**PART II  
COMMITTEE PROCEDURE**

**1. Vacancies**

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Corporate Governance and Compensation Committee and shall be filled by the Board if the membership of the Committee is fewer than three directors. The Board may remove and replace any member of the Committee.

**2. Committee Chair**

The Board shall appoint a chair (the "**Chair**") for the Committee. The Chair may be removed and replaced by the Board.

**3. Absence of Chair**

If the Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

**4. Secretary of Committee**

The Committee shall appoint a Secretary who need not be a director of the Corporation.

**5. Regular Meetings**

The Chair, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least quarterly. The Committee at any time may, and at each regularly scheduled Committee meeting shall, meet without management present and shall meet periodically with management and the auditor. The Committee shall also meet separately with the auditor at every regularly scheduled meeting of the Committee at which the auditor is present. The Committee shall record and maintain minutes of meetings.

**6. Special Meetings**

The Chair, any two members of the Committee, the auditor or the Chief Executive Officer of the Corporation may call a special meeting of the Committee.

**7. Quorum**

A majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other, shall constitute a quorum.

**8. Notice of Meetings**

Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 48 hours prior to the time fixed for such meeting; provided, however, that a member may, in any manner, waive notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

## **9. Agenda**

The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management of the Corporation. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

## **10. Delegation**

Subject to subsection PART III 2(d)(viii), the Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.

## **11. Access**

In discharging its oversight role, the Committee shall have full access to all books, records, facilities and personnel of the Corporation.

## **12. Attendance of Others at a Meeting**

At the invitation of the Chair, one or more officers, directors or employees of the Corporation may, and if required by the Committee shall, attend a meeting of the Committee.

## **13. Procedure, Records and Reporting**

The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board).

## **14. Outside Consultants or Advisors**

The Committee, when it considers it necessary or advisable, may retain, at the Corporation's expense, outside consultants or advisors (including independent counsel) to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain or terminate such consultants or advisors, including the sole authority to approve the fees and other retention terms for such persons.

### **PART III MANDATE OF COMMITTEE**

#### **1. Appointment of the Corporation's Auditor**

Subject to confirmation by the auditor of its compliance with Canadian regulatory registration requirements, the Committee shall recommend to the Board the appointment of the auditor for the purpose of preparing or issuing any audit report or performing other audit, review or attest services for the Corporation, such appointment to be confirmed by the Corporation's shareholders at each annual meeting. The Committee shall also recommend to the Board the engagement letter with the auditor, the approval of fees to be paid to the auditor for audit services and shall pre-approve the retention of the auditor for any permitted non-audit service. The Committee shall also be directly responsible for overseeing the work of the auditor (including resolution of disagreements between management of the Corporation and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation. The Committee shall communicate directly with the auditor. The auditor shall report directly to the Committee.

The Committee shall review the independence of the auditor including a written report from the auditor delineating all relationships between the auditor and the Corporation.

## 2. Specific Mandates

The Committee, to the extent required by applicable laws or rules, or otherwise considered by the Committee to be necessary or appropriate, shall:

- (a) **Oversight in Respect of Financial Disclosure**
  - (i) review, discuss with management of the Corporation and the auditor, and recommend to the Board for approval:
    - A. the annual and interim financial statements;
    - B. the annual information form (if any);
    - C. the annual and interim management's discussion and analysis;
    - D. the portions of the management proxy circular, for any annual or special meeting of shareholders, containing significant financial information respecting the Corporation;
    - E. all financial statements included in prospectuses or other offering documents;
    - F. any significant financial information contained in all prospectuses and all documents which may be incorporated by reference in a prospectus;
    - G. any significant financial information respecting the Corporation contained in a material change report or a business acquisition report;
    - H. each press release which contains significant financial information respecting the Corporation (including, without limitation, annual and interim earnings press releases) or contains earnings guidance, prior to public dissemination thereof;
  - (ii) review and discuss with management of the Corporation:
    - A. financial information and earnings guidance provided to analysts and rating agencies; provided, however, that such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made), and the Committee need not discuss in advance each instance in which the Corporation may provide earnings guidance or presentations to rating agencies;
  - (iii) review with management and the auditor the scope of the audit;
  - (iv) review with management of the Corporation and the auditor major issues regarding accounting principles and practices as well as the adequacy of internal controls and procedures for financial reporting and management information systems and inquire of management and the auditor about significant risks and exposures to the Corporation that could significantly affect the Corporation's financial statements;
  - (v) review with management of the Corporation and the auditor the effect of regulatory and accounting initiatives as well as off-balance sheet transactions on the Corporation's financial statements;

- (vi) review with management of the Corporation, the auditor and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Corporation, and the manner in which these matters have been disclosed in the financial statements;
  - (vii) review disclosures by the Corporation's Chief Executive Officer and Chief Financial Officer with respect to any required certification for the Corporation's financial statements by such individuals; and
  - (viii) discuss with management the Corporation's material financial risk exposures and the steps management has taken to monitor and control such exposures, including any financial risk assessment and financial risk management policies.
- (b) **Oversight in Respect of Legal and Regulatory Matters**
- (i) review, if necessary, with legal counsel, the Corporation's compliance policies, legal matters and any material reports or inquiries received from regulators or governmental agencies that could have a material effect upon the financial position of the Corporation and which are not subject to the oversight of another committee of the Board or the Board as a whole.
- (c) **Oversight in Respect of the Chief Financial Officer**
- (i) consult with the Chief Executive Officer on the appointment, replacement, reassignment or dismissal of the Chief Financial Officer of the Corporation; and
  - (ii) ensure the Chief Financial Officer has access to the Committee Chair, the Chairman of the Board (or the Lead Director, as the case may be) and the Chief Executive Officer, and the Committee shall meet separately with the Chief Financial Officer to review any problems or difficulties they may have encountered in the performance of their responsibilities and the Committee Chair shall report to the Board on such meetings.
- (d) **Oversight in Respect of the Auditor**
- (i) meet with the auditor prior to the annual audit to review the planning and staffing of the audit;
  - (ii) review annually the auditor's formal written statement of independence delineating all relationships between itself and the Corporation and review all such relationships;
  - (iii) receive confirmation from the auditor as to its standing as a "participating audit firm" and its compliance with any restrictions or sanctions imposed by the Canadian Public Accountability Board as those concepts are set forth in National Instrument 52-108 of the Canadian Securities Administrators;
  - (iv) review and evaluate the auditor, including the lead partner of the auditor team and confirm compliance by the auditors with laws and regulations relating to audit partner rotation;
  - (v) meet separately with the auditor to review with them any problems or difficulties they may have encountered and specifically:

- A. any difficulties which were encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, and any disagreements with management of the Corporation; and
  - B. any changes required in the planned scope of the audit;
- and report to the Board on such meetings;
- (vi) review the engagement reports of the auditor on unaudited financial statements of the Corporation;
  - (vii) review and approve the Corporation's hiring policies regarding partners, employees, former partners and former employees of the Corporation's present and former auditor; and
  - (viii) pre-approve all audit services and delegate to one or more designated members of the Committee the authority to grant pre-approvals; provided that the decision of any member to whom authority is delegated to pre-approve an activity shall be presented to the Committee at the first scheduled meeting following such decision, and provided further that, if the Committee approves an audit service within the scope of the engagement of the auditor, such audit service shall be deemed to have been pre-approved for purposes of this section.
- (e) **Oversight in Respect of Certain Policies**
- (i) establish procedures for: (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
  - (ii) periodically review the Corporation's public disclosure policy.

### **3. Self-Evaluation**

The Committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation.

### **4. Non-Exhaustive List**

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight responsibilities.

### **5. Review of Committee's Charter**

The Committee shall assess the adequacy of this Charter on an annual basis and recommend any changes to the Board.

### **6. Oversight Function**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate or are in accordance with IFRS. These are the responsibilities of management of the Corporation and the auditor. The Committee and its Chair are members of the Board, appointed to the

Committee to provide broad oversight of the financial risk and control related activities of the Corporation, and are specifically not accountable nor responsible for the day-to-day operation or performance of such activities. The role of all Committee members is to oversee the process, not to certify or guarantee the accuracy or completeness of the external audit of the Corporation's financial information or public disclosure.