

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

The annual general and special meeting (the “**Meeting**”) of the shareholders of Khiron Life Sciences Corp. (the “**Company**”) will be held at the offices of Gowling WLG (Canada) LLP, 1600-100 King St. W., Toronto, ON M5X 1G5, on May 31, 2019 at 11 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Company for the year ended December 31, 2018 together with the auditors’ report on those financial statements;
2. to appoint MNP LLP as auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
3. to fix the number of directors at six (6) and to elect the directors of the Company;
4. to consider, and if thought appropriate, pass an ordinary resolution ratifying and approving the amended and restated fixed stock option plan of the Company;
5. to consider, and if thought appropriate, pass an ordinary resolution of disinterested shareholders ratifying the issuance of past stock options issued under the stock option plan;
6. to consider, and if thought appropriate, pass an ordinary resolution ratifying and approving the amended and restated fixed restricted share unit plan of the Company;
7. to consider, and if thought appropriate, pass an ordinary resolution of disinterested shareholders ratifying the issuance of past restricted share units issued under the restricted share unit plan;
8. to transact any other business that may properly come before the Meeting or any adjournment of the Meeting.

A management information circular (the “**Circular**”) and a form of proxy (the “**Proxy**”) accompany this notice. The Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxyholder to attend and vote in his or her place. If you are unable to attend the meeting or any adjournment in person, please read the notes accompanying the enclosed Proxy and then complete, sign, and date the Proxy and return it in the manner, time and to the location set out in the notes. The Company’s management is soliciting the enclosed Proxy but, as set out in the notes, you may amend the Proxy if you wish by striking out the names listed and inserting in the space provided the name of the person you want to represent you at the meeting.

Please advise the Company of any change in your address.

By Order of the Board of Directors

/s/ “Mark Monaghan”

Mark Monaghan

Director

Khiron Life Sciences Corp.

April 30, 2019