

## NEUPATH HEALTH INC.

### Notice of Annual General and Special Meeting of Shareholders

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of holders of common shares (“Shareholders”) of NeuPath Health Inc. (the “Corporation”) to be held on June 22, 2022, at 3:00 p.m. (Toronto time) (the “Meeting”). The Meeting will be conducted as a virtual meeting only. Shareholders and duly appointed proxyholders may attend the virtual Meeting at <https://virtual-meetings.tsxtrust.com/1338>. The Meeting is being held for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2021 (the “2021 Financial Statements”), together with the report of auditor thereon;
2. to elect seven (7) directors of the Corporation to hold office until the close of the next annual meeting of Shareholders;
3. to reappoint Ernst & Young, LLP, Chartered Professional Accountants, Licensed Public Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
4. to consider, and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving the Corporation’s amended and restated stock option plan, as more particularly described in the accompanying management information circular dated May 19, 2022 prepared in connection with the Meeting (the “Circular”);
5. to consider, and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving the Corporation’s amended and restated restricted share unit plan, as more particularly described in the Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Due to ongoing concerns related to the spread of COVID-19 and in order to protect the health and safety of our shareholders, employees, other stakeholders and the community in general, the Meeting will be held **virtually**. You can participate online using your smartphone, tablet or computer. You will need the latest version of Chrome, Safari, Edge or Firefox. The Meeting will not be accessible with Internet Explorer. By participating online, you will be able to listen to a live audio cast of the Meeting, ask questions online and submit votes in real time. You may also provide voting instructions before the Meeting by completing the form of proxy (the “Proxy Instrument”) or voting instruction form (“VIF”) that has been provided to you.

While as of the date of the Circular we intend to hold the Meeting in virtual-only format, we are continuously monitoring the current COVID-19 outbreak and reserve the right to take any measures we deem appropriate and/or required by law. Changes to the means of holding the Meeting, if any, will be announced by way of press release, which will be filed on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at [www.sedar.com](http://www.sedar.com) under the Corporation’s profile and on our website at [www.neupath.com](http://www.neupath.com). We do not intend to prepare or mail an amended Circular in the event of changes to the Meeting format.

Particulars of the foregoing matters are set forth in the Circular. The Corporation has elected to use the notice-and-access provisions under National Instrument 51-102 - *Continuous Disclosure Obligations* and National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (collectively, the “Notice-and-Access Provisions”), adopted by the Canadian Securities Administrators for the Meeting to reduce its mailing costs and volume of paper with respect to the materials distributed for the purpose of the Meeting. The Notice-and-Access Provisions are a set of rules that permit the Corporation to post the Meeting materials, 2021 Financial Statements and accompanying management’s discussion and analysis (“MD&A”), online rather than making a traditional physical delivery of such materials. Shareholders will still receive this notice of Meeting, together with a Proxy Instrument, or VIF, as the case

may be, and a financial statement request form. The Corporation will not use procedures known as “stratification” in relation to the use of the Notice-and-Access Provisions.

Shareholders are directed to read the Circular carefully and in full in evaluating the matters for consideration at the Meeting. Further disclosure on the matters set out above may be found in the Circular in the section entitled “*Business of the Meeting*”. The Circular, 2021 Financial Statements, MD&A and other relevant materials are available on the Corporation’s website at [www.neupath.com](http://www.neupath.com), for a minimum of one year and under the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Any Shareholder who wishes to receive a paper copy of such documents free of charge should contact the Corporation’s registrar and transfer agent, TSX Trust Company at 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1, or by calling toll-free at 1-866-600-5869 or direct at 416-342-1091. In order to be certain of receiving such materials in time to vote before the Meeting, the request should be received by TSX Trust Company by June 13, 2022. Any Shareholder wishing to obtain additional information about the Notice-and-Access Provisions can contact TSX Trust Company by calling toll free at 1-866-600-5869.

The record date for the determination of Shareholders of the Corporation entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof (the “Record Date”), is May 6, 2022. Shareholders of the Corporation whose names have been entered in the register of shareholders of the Corporation at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

**If you are a registered Shareholder of the Corporation**, and are unable to attend the Meeting or any adjournment(s) or postponement(s) thereof in person, you may complete, date and sign the enclosed Proxy Instrument or other appropriate form of proxy and, in either case: (i) deliver the completed Proxy Instrument to TSX Trust Company, 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1; (ii) vote using the Internet at [www.voteproxonline.com](http://www.voteproxonline.com) pursuant to the instructions included in the Proxy Instrument; or (iii) deliver the completed Proxy Instrument by fax at 416-595-9593, no later than 48 hours (excluding Saturdays, Sundays and holidays) preceding the date and time of the Meeting, or any adjournment or postponement thereof.

**If you are not a registered Shareholder of the Corporation**, a VIF, instead of a form of proxy, may be enclosed. You must follow the instructions, including deadlines for submission, on the VIF in order to vote your shares.

**DATED** as of the 19<sup>th</sup> day of May, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Dianne Carmichael”*

**Dianne Carmichael**  
Chair of the Board of Directors