



NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

FOR THE

ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD VIRTUALLY AT 10:00 A.M. (PACIFIC TIME)

ON TUESDAY, APRIL 30, 2024

SERNOVA CORP.

Suite 114, 700 Collip Circle, London, Ontario, N6G 4X8
Telephone 1-519-858-5184 | Toll-free 1-877-299-4603
Fax 1-519-858-5099

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual meeting (the “**Meeting**”) of shareholders of Sernova Corp. (the “**Corporation**”) will be held virtually on Tuesday, April 30, 2024 at 10:00 a.m. (Pacific Time).

The Meeting will be a virtual meeting conducted via live webcast and accessible online at <https://virtual-meetings.tsxtrust.com/1571> starting at 10:00 a.m. (Pacific Time) on April 30, 2024. Please note that this site may not be fully accessible on all Internet browsers (*Note - please do not use Internet Explorer*) and if you are unable to join the Meeting through your usual browser, we suggest trying to access via a different browser.




The Meeting will be held for the following purposes:

1. to receive the consolidated financial statements of the Corporation for its fiscal year ended October 31, 2023, the report of the auditor thereon and related management’s discussion and analysis (see Management Information Circular – *Presentation of Financial Statements*);
2. to elect the directors of the Corporation for the ensuing year (see Management Information Circular – *Election of Directors*);
3. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor’s remuneration (see Management Information Circular - *Appointment of the Auditor*); and
4. to consider, and if appropriate, to approve an ordinary resolution of shareholders to ratify amendments to the Option Plan and DSU Plan, and approve the increase of the fixed maximum number of Common Shares to be reserved for issuance upon exercise of Options pursuant to the Option Plan, subject to regulatory approval, as described in the accompanying Circular (see Management Information Circular - *Amendment to Incentive Plan*).

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice of Annual Meeting (the “**Notice**”) may properly be considered at the Meeting.

The specific details of the matters proposed to be put before the Meeting is set forth in the Corporation’s Management Information Circular (the “**Circular**”) which accompanies this Notice of Meeting.

The Circular contains further particulars of matters to be considered at the Meeting. The Meeting will also consider any permitted amendment to or variations of any matter identified in this Notice, and transact such other business as may properly come before the Meeting or any adjournment thereof. Copies of the audited financial statements for the year ended October 31, 2023, report of the auditor and related management’s discussion and analysis (the “**Annual Financials**”), will be made available at the Meeting and are available on SEDAR+ at www.sedarplus.ca.

Voting Method	Registered Shareholders (f your securities are held in your name and represented by a physical certificate or DRS statement) <u>AND</u> Non-Objecting Beneficial Owners (“NOBOs” as defined in the Circular)	Objecting Beneficial Owners (“OBOs” as defined in the Circular)
Internet 	Go to www.meeting-vote.com . Enter the control number printed on your form of proxy (or Voting Instruction Form (“VIF”)) and follow the instructions on screen. <u>or</u> Complete, date and sign the proxy (or VIF), then scan and email your completed proxy (or VIF) to proxyvote@tmx.com .	Go to www.proxyvote.com . Enter the 16-digit control number printed on your VIF and follow the instructions on screen.
Telephone 	Call TSX Trust Company at 1-888-489-5760 and follow the instructions. You will need your control number to vote your shares.	Call the telephone number printed on your VIF. Enter the control number printed on the VIF and follow the interactive voice recording instructions to vote your shares.
Mail 	Enter voting instructions, sign and date the form of proxy (or VIF) and return your completed form of proxy (or VIF) in the enclosed postage paid envelope to: TSX Trust Company P.O. Box 721 Agincourt, Ontario M1S 0A1	Enter your voting instructions, sign and date the VIF, and return the completed VIF in the enclosed postage paid envelope.

Notice-and-Access

The Corporation has elected to use the notice-and-access model as such provisions (“**Notice-and-Access Provisions**”) are set out under National Instrument 51-102 – Continuous Disclosure Obligations and National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer, for the delivery of proxy materials relating to the Meeting. Notice-and-Access Provisions are a set of rules approved by the Canadian Securities Administrators that allow an issuer to reduce the volume of materials to be physically mailed to Shareholders by posting the Circular, Annual Financials and any additional annual meeting materials online. Under Notice-and-Access Provisions, instead of receiving a paper copy of the Circular, Shareholders will receive a Notice-and-Access Notification and a form of proxy. In the case of beneficial (non-registered) shareholders, they will receive the Notice-and-Access Notification and a VIF. The form of proxy / VIF enables Shareholders to vote.

Before voting, Shareholders are reminded to review the Circular online by logging onto the website access page at the Corporation's website address www.sernova.com/investor/agm following the instructions set out in the Notice-and-Access Notification. Shareholders may also choose to receive a printed copy of the Circular by following the procedures set out below.

How to Obtain Paper Copies of the Circular

Any Shareholder may request a paper copy of the Circular be mailed to them at no cost by contacting the Corporation at Suite 114, 700 Collip Circle, London, Ontario, N6G 4X8, by telephone at 1-519-858-5184, by toll-free telephone at 1-877-299-4603 or by fax 1-519-858-5099. A Shareholder may also use the toll-free number noted above to obtain additional information about Notice-and-Access Provisions.

To allow adequate time for a Shareholder to receive and review a paper copy of the Circular and then to submit their vote by **10:00 a.m. (Pacific Time) on April 26, 2024** (the "**Proxy Deadline**") a Shareholder requesting a paper copy of the Circular as described above, should ensure such request is received by the Corporation no later than **April 16, 2024**. Under Notice-and-Access Provisions, Proxy Materials must be available for viewing for up to one (1) year from the date of posting and a paper copy of the Circular can be requested at any time during this period. To obtain a paper copy of the Circular after the Meeting date, please contact the Corporation.

The Corporation will **not** use a procedure known as '**stratification**' in relation to its use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer while using Notice-and-Access Provisions also provides a paper copy of the Circular to some of its shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the required documentation under Notice-and-Access Provisions, which will **not** include a paper copy of the Circular.

While registered shareholders are entitled to attend the Meeting we strongly recommend that all Shareholders vote by proxy, so that their votes are received for the Meeting. Accordingly we ask that registered shareholders complete, date and sign the enclosed form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Circular. To be effective, the Proxy must be duly completed and signed and then deposited with the Corporation's registrar and transfer agent, TMX Trust Company, P.O. Box 72, Agincourt, Ontario, M1S 0A1, or voted via telephone, fax or via the internet (online) as specified in the Proxy, no later than 10:00 a.m. (Pacific Time), on April 26, 2024.

If you hold your Common Shares in a brokerage account, you are a non-registered shareholder (“Beneficial Shareholder”). Beneficial Shareholders who hold their Common Shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of proxy or VIF provided to them by their intermediary, in order to cast their vote, or in order to notify the Corporation if they plan to attend the Meeting.

DATED at London, Ontario this 19th day of March, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

“Cynthia Pussinen”

Cynthia Pussinen
Chief Executive Officer

NOTES:

- (1) A Circular accompanies this Notice of Meeting. Registered shareholders who are unable to be present at the Meeting are kindly requested to specify on the form of proxy mailed to them with the Notice-and-Access Notification, the manner in which the Common Shares represented thereby are to be voted, and to sign, date, and return same in accordance with the instructions set out in the form of proxy and the Circular.
- (2) As provided in the *Canada Business Corporations Act*, the directors have fixed a record date of March 15, 2024. Accordingly, persons who are registered as shareholders on the books of the Corporation at the close of business on March 15, 2024 are entitled to receive notice of the Meeting.
- (3) If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the VIF and/or proxy materials in accordance with the instructions provided to you by your broker or intermediary.

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MANAGEMENT INFORMATION CIRCULAR
as at March 19, 2024 (*unless otherwise indicated*)

This Management Information Circular (the “Circular”) is provided in connection with the solicitation of proxies by the management of Sernova Corp. (the “Corporation”) for use at the annual meeting (the “Meeting”) of its shareholders to be held by web-based virtual meeting platform on April 30, 2024, at the time and for the purposes set forth in the accompanying Notice of the Meeting.

In this Circular, references to “the Corporation”, the “Company”, “Sernova”, “we” and “our” refer to **Sernova Corp.** “**Common Shares**” means common shares without par value in the capital of the Corporation. “**Beneficial Shareholders**” means shareholders who do not hold Common Shares in their own name and “**intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and employees of the Corporation. The Corporation will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to Beneficial Shareholders held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Notice-and-Access

The Corporation has decided to use the notice-and-access model (“**Notice-and-Access Provisions**”), provided for under National Instrument 51-102 - Continuous Disclosure Obligations, or NI 51-102 and National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer (“**NI 54-101**”) for the delivery of the Meeting materials to its Shareholders. Under the Notice-and-Access Provisions, instead of receiving printed copies of the Circular, Shareholders will receive the Notice-and-Access Notification containing instructions on how to access such materials electronically. Together with the Notice-and-Access Notification, Shareholders will also receive a proxy (the “**Proxy**”) (in the case of registered Shareholders) or a voting instruction form (the “**VIF**”) (in the case of non-registered Shareholders) (collectively, the “**Meeting Materials**”), enabling them to submit their voting instructions ahead of the Meeting. The Corporation has not adopted a stratification procedure whereunder printed copies of the Meeting Materials are delivered to certain shareholders and not to others.

Notice-and-Access Provisions concerning the delivery of proxy-related materials are found, in the case of registered Shareholders, in Section 9.1.1 of NI 51-102, and, in the case of non-registered or beneficial Shareholders, in Section 2.7.1 of NI 54-101. The Notice-and-Access Provisions allow an issuer to make the information circular forming part of proxy-related materials available to shareholders via certain specified electronic means provided that the conditions of NI 51-102 and NI 54-101 are met. In keeping with Notice-and-Access Provisions reporting issuers, other than investment funds, must deliver proxy-related materials to registered holders and beneficial owners of securities of such issuer by posting the proxy-related materials on the System for Electronic Document Analysis and Retrieval (“**SEDAR+**”), and on a non-SEDAR+ website (usually

the reporting issuer's website and sometimes the registrar and transfer agent's website) rather than by sending such materials by mail. The Notice-and-Access Provisions can be used to deliver materials for both general and special shareholder meetings. Pursuant to Notice-and-Access Provisions registered and beneficial Shareholders are entitled to request delivery of a paper copy of the Circular at the issuer's expense. Reporting issuers may still choose to continue to deliver such materials by mail.

The use of Notice-and-Access Provisions reduces paper waste and mailing costs to the Corporation. To utilize Notice-and-Access Provisions the Corporation must send a notice ("**Notice-and-Access Notification**") to all Shareholders including Registered and Beneficial Shareholders, at least 30 days before the Meeting date, which Notice-and-Access Notification must indicate that the proxy-related materials have been posted on the internet; and must explain how a Shareholder can access the Meeting proxy materials via the internet; or how a Shareholder may obtain a paper copy of the Circular. The Meeting materials have been posted under the Corporation's SEDAR+ directory at www.sedarplus.ca and on the Corporation's website at www.sernova.com/investor/agm.

In order to use Notice-and-Access Provisions, a reporting issuer must set the record date for notice of the meeting to be on a date that is at least 40 days prior to the meeting in order to ensure there is sufficient time for the Meeting materials to be posted on the applicable website and other materials to be delivered to shareholders. The requirements of the Notice-and-Access Notification, which oblige the Corporation to provide basic information about the Meeting and the matters to be voted on, to explain how a Shareholder can obtain a paper copy of the Circular and any related financial statements and management's discussion and analysis, and to explain the Notice-and-Access Provisions process, have been built into the Notice-and-Access Notification.

Individualized copies of the Proxy (or VIF) and a separate Financial Statements Request Form will be mailed together with the Notice-and-Access Notification (together the "**Meeting Materials**") to all Shareholders entitled to receive notice of the Meeting. The Meeting Materials will also be furnished to banks, securities dealers, and clearing agencies ("**Intermediaries**") holding in their names our Common Shares, beneficially owned by others to forward to such beneficial owners.

The Corporation will pay intermediaries to deliver Meeting Materials to NOBOs (as defined below under Beneficial Shareholders) and the Corporation will pay for delivery of Meeting Materials to OBOs (as defined below under Beneficial Shareholders).

Any Shareholder may request a paper copy of the Meeting Materials, including, in particular, the Circular, be mailed to them at no cost by contacting TSX Trust by email at tsxt-fulfilment@tmx.com, or by phone at 1-888-433-6443 (toll free). A Shareholder may also use the toll-free number noted above to obtain additional information about Notice-and-Access Provisions or to obtain a paper copy of the Circular, up to and including the date of the Meeting, including any adjournment of the Meeting.

To allow adequate time for a Shareholder to receive and review a paper copy of the Circular and then to submit their vote prior to 10:00 a.m. (Pacific Time) on Friday, April 26, 2024, a Shareholder requesting a paper copy of the Circular as described above, should ensure such request is received by the Corporation no later than April 16, 2024.

Under Notice-and-Access Provisions, Meeting Materials including the Circular must be available for viewing for up to one (1) year from the date of posting and a paper copy of the Meeting Materials can be requested at any time during this period. To obtain a paper copy of the Circular, after the Meeting date, please contact the Corporation by email: info@sernova.com or call toll-free 1-877-299-4603.

Virtual Only Meeting Format

The Meeting will be a virtual meeting conducted via live webcast and accessible only online at <https://virtual-meetings.tsxtrust.com/1571> starting at 10:00 a.m. (Pacific Time) on April 30, 2024. Please note that this site may not be fully accessible on all Internet browsers (*Note - please do not use Internet Explorer*). If you are unable to join the Meeting through your usual browser, we suggest trying to access via a different browser. Registered and Beneficial Shareholders entitled to vote may attend and vote at the Meeting. Shareholders will be able to submit questions during the live webcast.

Appointment of Proxyholders

The individuals named in the accompanying Proxy (or VIF) are officers and/or directors of the Corporation. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy (or VIF), who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy (or VIF) or by completing and delivering another suitable form of proxy (or VIF).**

Voting by Proxyholder

The persons named in the Proxy (or VIF) will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- b) any amendment to or variation of any matter identified therein; and
- c) any other matter that properly comes before the Meeting.

In respect of a matter for which a Shareholder does not specify a choice in the Proxy (or VIF), the persons named in the Proxy (or VIF) will vote the Common Shares represented by the Proxy (or VIF) for the approval of such matter and for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

Registration of Registered Shareholder for Voting at Meeting

Registered Shareholders entitled to vote at the Meeting may attend and vote at the Meeting virtually by following the steps listed below:

1. Type in <https://virtual-meetings.tsxtrust.com/1571> on your browser at least 15 minutes before the Meeting starts.
2. Click on “**I have a control number**”.
3. Enter your 13-digit control number (on your proxy form).
4. Enter the password: **sernova2024** (case sensitive).
5. When the ballot is opened, click on the “**Voting**” icon. To vote, simply select your voting direction from the options shown on screen and click “**Submit**”. A confirmation message will appear to show your vote has been received.

If you are a registered shareholder and you want to appoint someone else (other than the Management nominees) to vote online at the Meeting, **you must (1) first submit your proxy indicating who you are appointing; and (2) you or your appointee must then register with TSX Trust in advance of the Meeting by calling (866) 751-6315 or via online request form at <https://www.tsxtrust.com/control-number-request>**. You may wish to vote by proxy whether or not you attend the Meeting. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form of proxy and returning it to TSX Trust via fax to 416-595-9593 (within the 416 area code); by mail, TSX Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1; through email at proxyvote@tmx.com; through internet voting at www.meeting-vote.com; or telephone at 1-888-489-5760. In all cases, to be represented at the Meeting, proxies submitted must be received no later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or adjournment thereof (unless the Chair of the Meeting determines, in the Chair's sole discretion, that proxies may be received by delivery to the Meeting scrutineer at the Meeting).

Beneficial Shareholders (NOBOs and OBOs)

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners (“**OBOs**”) who object to their name being made known to the issuers of securities which they own; and Non-Objecting Beneficial Owners (“**NOBOs**”) who do not object to the issuers of the securities they own knowing who they are.

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or as set out in the following disclosure.

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 names of intermediaries, which include banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFFs, RESPs, TFSAs and similar plans.

In Canada, the 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), and in the United States of America (the “**U.S.**” or the “**United States**”), the majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Corporation (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

Registration of Beneficial Shareholder (NOBOs and OBOs) for Voting at Meeting

Beneficial Shareholders entitled to vote at the Meeting may vote at the Meeting virtually by following the steps listed below:

1. Appoint yourself as proxyholder by writing your name in the space provided on the VIF.
2. Sign and send it to your intermediary, following the voting deadline and submission instructions on the VIF.
3. Obtain a new control number by contacting TSX Trust Company by calling (866) 751-6315 or via online request form at <https://www.tsxtrust.com/control-number-request>.

4. Type in <https://virtual-meetings.tsxtrust.com/1571>.
5. Click on “**I have a control number**”.
6. Enter the control number provided by TSX Trust.
7. Enter the password: **sernova2024** (case sensitive).
8. When the ballot is opened, click on the “**Voting**” icon. To vote, simply select your voting direction from the options shown on screen and click on “**Submit**”. A confirmation message will appear to show your vote has been received.

Voting by Proxy for NOBOs

NOBOs electing to submit a proxy may do so by:

- **Internet:** Go to www.meeting-vote.com. Enter the 16-digit control number printed on the VIF and follow the instructions on screen.
- **Email:** Complete, date and sign the VIF, then scan and email your completed VIF to proxyvote@tmx.com.
- **Telephone:** Call TSX Trust Company at 1-888-489-5760 and follow the instructions.
- **Mail:** Enter your voting instructions, sign and date the VIF, and return the completed VIF in the enclosed postage paid envelope.

Voting by Proxy for OBOs

OBOs electing to submit a proxy may do so by:

- **Internet:** Go to www.proxyvote.com. Enter the 16-digit control number printed on the VIF and follow the instructions on screen.
- **Telephone:** Call the telephone number printed on your VIF. Enter the 16-digit control number printed on the VIF and follow the interactive voice recording instructions to vote your shares.
- **Mail:** Enter your voting instructions, sign and date the VIF, and return the completed VIF in the enclosed postage paid envelope.

If you are a Beneficial shareholder and want to vote online at the Meeting, **you must appoint yourself as proxyholder and register with TSX Trust in advance of the Meeting by calling (866) 751-6315 or via online request form at <https://www.tsxtrust.com/control-number-request>.**

Voting for Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or as set out in the following disclosure.

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). In the U.S. the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders - those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for "*Objecting Beneficial Owners*") and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for "*Non-Objecting Beneficial Owners*").

These securityholder materials are sent to both registered and non-registered (beneficial) owners of the securities of the Corporation. If you are a non-registered owner, and the Corporation or its agent sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**Broadridge**") in Canada and in the United States. Broadridge mails a VIF in lieu of a proxy provided by the Corporation. The VIF will name the same persons as the Corporation's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), different from the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right insert the name of your desired representative (which may be you) in the blank space provided in the VIF. Once you have completed and signed your VIF return it to Broadridge by mail or facsimile, or deliver your voting instructions to Broadridge by phone or via the internet, in accordance with Broadridge's instructions. Broadridge tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, it must be completed and returned to Broadridge, in accordance with Broadridge's instructions, well in advance of the Meeting in order to: (a) have your Common Shares voted at the Meeting as per your instructions; or (b) have an alternate representative chosen by you duly appointed to attend and vote your Common Shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of Canada and securities laws of the Provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the Provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the Provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the *Canada Business Corporations Act* (the "**CBCA**") certain of its directors and its executive officers are residents of Canada and a substantial portion or all of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to TSX Trust (see "*Registered Shareholders*" above), or at the address of the registered office of the Corporation at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- b) personally attending the Meeting online as described under Registered Shareholders - *Registration of Registered Shareholder for Voting at Meeting* above, and voting the registered shareholder's Common Shares.

If you are a beneficial shareholder and wish to revoke a previously submitted VIF, contact your securities dealer, broker, bank, trust company or other nominee or intermediary for instructions.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year of the Corporation to the date of this Circular, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and as set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "**Board**") of the Corporation has fixed March 15, 2024 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Corporation is authorized to issue an unlimited number of Common Shares of the Corporation without par value. The Common Shares of the Corporation are listed for trading on the Toronto Stock Exchange (the "**TSX**"). As of March 15, 2024, there were 303,407,686 Common Shares without par value issued and outstanding, each carrying the right to one vote. There is no class of security holders with the right to elect a specified number of directors, or which has cumulative or similar voting rights.

To the knowledge of the directors and executive officers of the Corporation, no person or Corporation beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares of the Corporation.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolutions described herein, except where a resolution, if any, must be passed by disinterested shareholder vote. If there are more nominees for election as directors or appointment of the Corporation's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

PRESENTATION OF FINANCIAL STATEMENTS

The annual financial statements of the Corporation for the year ended October 31, 2023 together with the auditor's report thereon and the related management discussion and analysis in respect of the foregoing financial statements, all of which may be obtained from SEDAR+ at www.sedarplus.ca, will be presented at the Meeting.

ELECTION OF DIRECTORS

The term of office of each of the seven current directors will end at the conclusion of the Meeting. The directors have determined that there will be five persons elected to the Board at the Meeting. Unless a director's office is vacated earlier in accordance with the provisions of the CBCA, each director elected will hold office until the conclusion of the next annual meeting of the Corporation, or if no director is then elected, until a successor is elected.

Advance Notice By-Law

On February 26, 2014, the Board approved and adopted By-Law No. 3 of the Corporation, which Board approval and adoption was confirmed by ordinary resolution of the shareholders passed at the annual meeting of the shareholders of the Corporation held April 28, 2014. By-Law No. 3 relates to the nomination of directors of the Corporation (the "**Advance Notice By-Law**"), for the purpose of providing shareholders, directors and management of the Corporation with a clear framework for nominating directors of the Corporation in connection with any annual or special meeting of the Corporation's shareholders.

The purpose of the Advance Notice By-Law is to: (i) ensure that all shareholders receive adequate notice of director nominations and sufficient time and information with respect to all nominees to make appropriate deliberations and register an informed vote; and (ii) facilitate an orderly and efficient process for annual or, where the need arises, special meetings of shareholders of the Corporation. The Advance Notice By-Law fixes the deadlines by which shareholders of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in a written notice to the Corporation for any director nominee to be eligible for election at such annual or special meeting of shareholders.

A copy of the Advance Notice By-Law can be found under the Corporation's profile at www.sedarplus.ca filed on April 3, 2014, and on the Corporation's website. The Advance Notice By-Law is subject to annual review by the Board, and, as necessary, is updated to conform with statutory corporate and securities acts and regulations.

At the Meeting, any nominations for the position of director that are not proposed in this Circular or that are not provided pursuant to the Advance Notice By-Law, will not be accepted or considered at the Meeting. Pursuant to the Advance Notice By-Law, the requirements of the Advance Notice By-Law may be waived at the sole discretion of the Board at any time. As of the date of this Circular, the Corporation has received two nominations for the position of director from shareholders pursuant to the Advance Notice By-law.

Nominations for Election as Director

The following table sets out the names of management’s five nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment (for the five preceding years for each new director nominee), the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at March 19, 2024.

Name, Position and Residence of Director Nominees	Present Principal Occupation, Business or Employment⁽⁴⁾	Director Since	Common Shares⁽⁴⁾
James T. Parsons⁽¹⁾⁽³⁾ <i>Director</i> <i>Ontario, Canada</i>	Life sciences industry consultant and director; Director, Oncolytics Biotech Inc. (NASDAQ: ONCY) since June 2022; Director at DiaMedica Therapeutics Inc. (NASDAQ:DMAC) since 2015; and former Chief Financial Officer of Trillium Therapeutics Inc. from August 2011 until its acquisition by Pfizer in November 2021.	April 2012	284,728
Bertram von Plettenberg⁽¹⁾⁽²⁾ <i>Director</i> <i>Rigi, Switzerland</i>	2022 to present – Independent Consultant (self-employed) and Investor; 1999 to 2022 – Founding partner and Chief Executive Officer, CMF – Consulting, Management & Finance AG (Consulting and corporate finance).	April 2023	1,526,600
Dr. Steven Sangha⁽³⁾ <i>Director</i> <i>British Columbia, Canada</i>	1998 to present – Principal partner, Arlo Investments Inc. (Private investment company/Family Office); 1998 to present - Chief Executive Officer, President, Dr Steven S. Sangha Inc (Professional dental corporation); 2021 to present – Director, BlockchainK2 (TSX-V listed issuer); 2022 to present – Director, Goldhills Holding Ltd. (TSX-V listed Issuer); 2022 to Present - Corporate Advisor Better LifePharma Inc (CSE-Listed Issuer)	April 2023	12,166,900
Brett A. Whalen⁽²⁾ <i>Director</i> <i>Ontario, Canada</i>	Chairman of Sernova Corp. since May 2023. Former investment banker at Dundee Corporation (Dundee Corp.). Former Vice President and Portfolio Manager of Goodman and Company (a division of Dundee) and President and CEO of the CMP Group of Companies. Mr. Whalen has held Board seats of several TSX-listed and privately held companies.	April 2023	2,650,000

Name, Position and Residence of Director Nominees	Present Principal Occupation, Business or Employment ⁽⁴⁾	Director Since	Common Shares ⁽⁴⁾
Cynthia Pussinen <i>Director</i> <i>Connecticut, USA</i>	Chief Executive Officer of the Corporation since September 2023. Independent Consultant and Board Advisor from November 2022 to September 2023. Former Chief Technical Officer, Spark Therapeutics a member of the Roche Group from February 2021 to November 2022. Former VP GM Honeywell Life Sciences from September 2019 to September 2020. Former EVP, Actinium Pharmaceuticals from January 2019 to September 2019.	September 2023	Nil

Notes:

- (1) Member of the Audit Committee, of which James T. Parsons is Chair.
- (2) Member of the Compensation Committee, of which Brett A. Whalen is Chair.
- (3) Member of the Nomination and Governance Committee, of which James T. Parsons is Chair.
- (4) The information as to principal occupation and shares beneficially owned or over which control or direction is exercised is not within the knowledge of the Corporation, and therefore has been furnished by each director or director nominee individually.

No person proposed for election as director of the Corporation is to be elected under any arrangement or understanding between the person proposed for election as director and any other person or company, except the current directors and executive officers of the Corporation acting solely in such capacity.

Director Biographies

James T. Parsons is a life sciences industry consultant and director. He previously served as the Chief Financial Officer of Trillium Therapeutics Inc. from 2011 to its acquisition by Pfizer in November 2021 for US\$2.2 billion. Mr. Parsons has a broad background in the life sciences industry across therapeutics, diagnostics and device companies. Mr. Parsons has extensive experience in strategic planning, financing, contract negotiation, investor relations, risk management, corporate governance and public company management. Mr. Parsons also serves on the board of directors of DiaMedica Therapeutics (NASDAQ:DMAC) and is chair of their audit committee and serves on the board of Oncolytics Biotech Inc (NASDAQ:ONCY). He has a Master of Accounting degree from the University of Waterloo and is a Chartered Professional Accountant, Chartered Accountant (CPA, CA).

Brett Whalen has over 20 years of investment banking and M&A expertise, primarily spending over 16 of those years at Dundee Corporation (Dundee Corp). During his tenure at Dundee Corp, Mr. Whalen was directly involved in completing approximately \$2 billion in M&A deals and directly raised over \$10 billion dollars in capital globally. Subsequent to his career as an investment banker, Mr. Whalen became Vice President and Portfolio Manager of Goldman and Company (a division of Dundee) and was President and CEO of the CMP Group of Companies, where he managed over \$1 billion of assets. Mr. Whalen has held Board seats of several TSX-listed and privately held companies and holds a BA (Honours) degree in Economics and Finance from Wilfrid Laurier University and is a CFA Charterholder.

Bertram von Plettenberg presently works as an independent business consultant focusing on project development, and management of active investments. Between 1999 and 2022 he worked as founding partner and CEO of CMF

AG, Munich, Germany, a consulting and & corporate finance firm, dedicated to advisory work in the fields of general corporate management, restructurings, M&A, Venture Capital, and Private Equity, areas in which he had also worked before setting up CMF AG. He previously co-founded and co-managed one of the first leveraged buy-out funds in Germany and before, worked on M&A and investment banking assignments as a senior associate with The First Boston Company, New York. Bertram started his business career as a management consultant at Roland Berger & Partner, Munich, Germany, the leading German strategy consulting firm. He then went on to work in Zurich, Switzerland at Bearbull AG in Private Wealth Management, also setting up the first German- and Swiss-registered fund for US public small-cap technology companies in a collaboration with Hambrecht & Quist, San Francisco. Bertram studied law at ICADE, Madrid, Spain, and received an MBA from INSEAD, Fontainebleau, France.

Dr. Steven Sangha has over 25 years of experience in investment banking, business development, and asset management. Dr. Sangha's extensive experience with Public Company Governance & Compliance, and finance has led him to successfully run a Private Fund Family Office. Dr. Sangha's interest in the biotechnology and mining industries has allowed positive growth for early-stage companies with his consummate efforts in assessment, development, and financial support. Dr. Sangha holds a Doctorate of Dental Surgery (DDS) from the University of Western Ontario in London, Ontario, and a Bachelor of Pharmaceutical Science (BscPharm) from the University of British Columbia in Vancouver, British Columbia.

Cynthia Pussinen's expertise spans the drug development continuum from research through commercialization. She has led the development, licensure, commercialization and/or subsequent delivery to patients, of more than fifteen new medical therapies for patients globally, including Obizur® (Antihemophilic Factor (Recombinant), Porcine Sequence), Eraxis® (anidulafungin), Zmax® (azithromycin extended-release) and LUXTURNA® (voretigene neparvovec-rzyl), the first gene therapy approved in both the United States and the European Union. Most recently, Ms. Pussinen was the Chief Technical Officer for Spark Therapeutics, Inc., a fully integrated, commercial gene therapy company, and a member of the Roche Group. Prior to joining Spark in 2021, Ms. Pussinen's leadership roles include 6 years with Ipsen Biomeasure and Ipsen Biosciences, U.S. R&D focused subsidiaries of Ipsen, where she served as President and CEO. She was instrumental in leading and executing the divestiture of Obizur® and its associated manufacturing physical infrastructure to Baxter. Ms. Pussinen was also the Executive Vice President, Technical Development, Operations & Supply Chain for Actinium Pharmaceuticals, Inc. and the Global Vice President and General Manager, Life Sciences and Specialty Chemicals for Honeywell International. Early in her career Ms. Pussinen spent more than 18 years at Pfizer in a variety of increasingly responsible leadership roles across various functional areas. Ms. Pussinen earned a Master of Science in R&D management from Rensselaer Polytechnic Institute and a Bachelor of Science in chemistry, with a minor in engineering from the University of Connecticut.

Cease Trade Orders and Bankruptcies

No person proposed for election as director of the Corporation is, as of the date of this Circular, or has been, within the ten years prior to the date hereof, a director or chief executive officer or chief financial officer of any company (including the Corporation) that: (i) was subject to an order that was issued while the proposed director was acting as a director, chief executive officer or chief financial officer; or (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer. Except as disclosed herein, no person proposed for election as director of the Corporation is, at the date of this Circular, or has been within ten years before the date of this Circular, 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.

Penalties and Sanctions

No person proposed for election as director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Individual Bankruptcies

No person proposed for election as director of the Corporation has, within the ten years before the date of this Circular, 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.

APPOINTMENT OF THE AUDITOR

At the Meeting the Shareholders will be asked to appoint KPMG LLP, Chartered Professional Accountants (“**KPMG**”), to the position of auditor of the Corporation for the ensuing year.

KPMG of 777 Dunsmuir Street, Vancouver, BC V7Y 1K3, will be nominated at the Meeting for appointment as auditor of the Corporation for the Corporation’s ensuing fiscal year, at remuneration to be fixed by the Board. KPMG became the auditor of the Corporation on October 21, 2022.

Unless authority to vote is withheld, the persons named in the accompanying form of proxy intend to vote for the appointment of KPMG as the auditor of the Corporation, to hold office until the next annual meeting of the shareholders, and to authorize the directors to fix the auditor’s remuneration.

To be approved, the resolution must be passed by a simple majority of the votes cast by the holders of Common Shares at the Meeting. **Management recommends a vote “for” in respect of the resolution approving appointment of the auditor and authorizing the directors to fix the auditor’s remuneration.**

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 - Audit Committees (“**NI 52-110**”) requires the Corporation to disclose annually in its Annual Information Form certain information concerning the constitution of its audit committee and its relationship with its independent auditor. The Audit Committee disclosure pursuant to NI 52-110 can be found in the Corporation’s Annual Information Form dated January 26, 2024, which is available for review under the Corporation’s SEDAR+ profile at www.sedarplus.ca, and such disclosure is incorporated by reference into this Management Proxy Circular.

Audit Committee Charter

The Audit Committee (the “**Audit Committee**”) is a committee of the Board of the Corporation.

The Audit Committee has a charter (the “**Audit Committee Charter**”) that sets out its mandate and responsibilities. A copy of the Audit Committee Charter is attached as Appendix “A” to the Corporation’s Annual Information Form dated January 26, 2024, which is available for review under the Corporation’s SEDAR+ profile at www.sedarplus.ca.

The primary function of the Audit Committee is to assist the Board in fulfilling its financial reporting and control responsibilities to the shareholders of the Corporation and the investment community. The external auditors will report directly to the Audit Committee. The Audit Committee's primary duties and responsibilities are:

- overseeing the integrity of the Corporation's financial statements and reviewing the financial reports and other financial information provided by the Corporation to any governmental body or the public and other relevant documents;
- recommending the appointment and reviewing and appraising the audit efforts of the Corporation's external auditor, overseeing the external auditor's qualifications and independence and providing an open avenue of communication among the external auditor, financial and senior management and the Board;
- serving as an external and objective party to oversee and monitor the Corporation's financial reporting process and internal controls, the Corporation's processes to manage business and financial risk, and its compliance with legal, ethical and regulatory requirements; and
- encouraging continuous improvement of, and fostering adherence to, the Corporation's policies, procedures and practices at all levels.

Composition

The Audit Committee shall consist of a minimum of three directors of the Corporation, including the Chair of the Audit Committee, all of whom must be "independent" directors as such term is defined in NI 52-110. All members shall, to the satisfaction of the Board, be "financially literate" as defined in NI 52-110.

The members of the Audit Committee shall be appointed by a resolution of the Board at the annual organizational meeting of the Board. The Board may remove a member of the Audit Committee at any time in its sole discretion by resolution of the Board. Unless a Chair is elected by the full Board, the members of the Audit Committee may designate a Chair by majority vote of the full membership of the Audit Committee.

The Chair's responsibilities shall include (i) providing leadership to enhance the effectiveness and focus of the Audit Committee, (ii) calling and chairing meetings of the Audit Committee ensuring that the Audit Committee meets on a regular basis, at least quarterly, (iii) setting with the Chief Financial Officer the agenda for each meeting, (iv) ensuring that the Audit Committee receives adequate and regular updates from management on all matters necessary for the Audit Committee to discharge its responsibilities, including but not limited to matters regarding audits, financial statements, MD&A, press releases, and procedures for disclosure of financial information and disclosure controls, (v) acting as liaison between the Audit Committee and the external auditors with respect to the annual audit and (vi) acting as liaison between the Audit Committee and the Board including reporting regularly to the Board on all proceedings and deliberations of the Audit Committee. The Chair shall also appoint a Secretary of the Audit Committee who need not be a director.

Current members of the Audit Committee are: James T. Parsons (Chair), Dr. Daniel Mahony and Bertram von Plettenberg, all of whom are independent (as defined in NI 52-110). The Audit Committee will be reconstituted upon the election of directors at the forthcoming AGM. All current Audit Committee members are "financially literate" (as defined in NI 52-110).

Responsibilities of the Audit Committee

The Audit Committee must, among other things:

- a) take reasonable steps, at the time the auditor's appointment is under consideration, to ensure that the auditor is independent of management of the Corporation in accordance with applicable standards,

- b) determine whether the audit fees charged by the auditor appear adequate in relation to the work required to support an audit opinion, without regard to fees that might be paid to the auditor for other services,
- c) meet with the auditor, regularly and when otherwise appropriate, without management present to determine whether there are any contentious issues between the auditor and management relating to the Corporation's financial disclosure and, if so, whether those issues have been resolved to the auditor's satisfaction;
- d) establish, and monitor compliance with, the Corporation's policies regarding (i) the auditor's providing services beyond the scope of the Corporation's audit, and (ii) the Corporation's hiring individuals formerly employed by the auditor to fill senior officer positions of the Corporation; and
- e) annually review the steps it has taken to ensure that the auditor is independent of management of the Corporation, including (i) the policies and procedures followed so that any contracts for non-audit services to be provided by the auditor do not compromise the auditor's independence, and (ii) the nature of any non-audit service contracts entered into and the amount of the related fees.

Relevant Education and Experience

See disclosure under the above heading "*Election of Directors*" pertaining to relevant education and experience of the audit committee members. Each member of the Audit Committee has:

- a) an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising individuals engaged in such activities; and
- c) an understanding of internal controls and procedures for financial reporting, as evidenced by their respective experience set out under the above heading "*Election of Directors*".

Each Audit Committee member has gained financial literacy through his/her previous working and educational experience and has a significant understanding of the life sciences business which the Corporation engages in and has an appreciation for the relevant accounting principles for that business.

Audit Committee Oversight

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

Reliance on Certain Exemptions

In the financial year ended October 31, 2023 and to the date of this Circular, the Corporation has not relied on exemptions contained in sections 2.4 (*De Minimis Non-audit Services*), 6.1.1 or 8.1 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted a policy requiring pre-approval by the Audit Committee for the engagement of non-audit services by the Corporation's external auditors, which policy is contained in the Audit Committee Charter referenced above.

External Auditor Service Fees

The fees paid by the Corporation to its auditor in the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
October 31, 2023	\$327,338	-	-	\$48,685
October 31, 2022	\$187,250	-	-	-

Notes:

- (1) **"Audit Fees"** include, where applicable, fees necessary to perform the annual audit and the quarterly review of the Corporation's consolidated financial statements. Audit Fees include fees for the review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees include audit and other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) **"Audit Related Fees"** include, where applicable, services that are traditionally performed by the auditor. These audit-related services include employee benefits audits, due diligence assistance, accounting consultants on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) **"Tax Fees"** include, where applicable, fees for all tax services other than those included in "Audit Fees" and "Audit Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes Assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) **"All Other Fees"** includes, where applicable, all other non-audit services.

STATEMENT OF EXECUTIVE COMPENSATION

Corporation

The Corporation is a biotechnology research and development corporation that focuses on commercializing technologies in various fields and is dependent on financing to carry on its business. The Common Shares of the Corporation are trading on the Toronto Stock Exchange (the "TSX") under symbol "SVA" and are listed on OTCQB: "SEOVF" and on FSE / Xetra: "PSH". All dollar figures reported as "\$" herein are represented in Canadian Dollars and all figures reported in US dollars are reported as "US\$".

In this section, "Named Executive Officer" (or "NEO") means each of the following individuals:

- (a) the Chief Executive Officer ("CEO");
- (b) the Chief Financial Officer ("CFO");
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently

completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and

- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at October 31, 2023.

Named Executive Officers

The following table sets forth all compensation received by individuals who served as a NEO of the Corporation during the most recently completed financial year ended October 31, 2023. NEOs are executive officers of the Corporation including: the CEO or CFO of the Corporation at any time during the financial year, and the three most highly compensated executive officers or senior management, other than the CEO and CFO, of the Corporation who received salary and or bonuses from the Corporation in excess of, in aggregate, \$150,000 Cynthia Pussinen, CEO; Dr. Philip M. Toleikis, Chief Technology Officer; David Swetlow, former CFO; Frank Shannon, VP Clinical Development and Regulatory Affairs; Modestus Obochi, Chief Business Officer and Frank Holler, former Executive Chair are each a NEO of the Corporation for purposes of the following disclosure.

Summary Compensation Table

The compensation paid to the NEOs during the Corporation's three most recently completed financial years ended October 31, 2023, 2022 and 2021, is set out below:

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)		All other compensation (\$) ⁽⁶⁾	Total compensation (\$)
					Annual incentive plans	Long term incentive plans		
Cynthia Pussinen ⁽²⁾ CEO	2023	91,600	-	2,025,000	-	-	-	2,116,600
	2022	-	-	-	-	-	-	-
	2021	-	-	-	-	-	-	-
Dr. Philip M. Toleikis CTO	2023	547,200	-	438,000	114,000	-	115,754	1,214,954
	2022	456,000	-	4,859,668	262,200	-	-	5,577,868
	2021	409,750	-	-	224,250	-	-	634,000
David Swetlow CFO ⁽³⁾	2023	339,467	-	262,800	53,600	-	43,292	699,159
	2022	268,000	-	2,893,864	123,280	-	-	3,285,144
	2021	240,188	-	-	104,650	-	-	344,838
Frank Shannon ⁽⁴⁾ VP, Clinical Development & Regulatory Affairs	2023	316,667	-	115,340	31,250	-	-	463,257
	2022	250,000	-	315,300	71,000	-	-	636,300
	2021	60,737	-	-	-	-	-	60,737
Modestus Obochi Chief Business Officer ⁽⁵⁾	2023	44,318	-	695,000	-	-	-	739,318
	2022	-	-	-	-	-	-	-
	2021	-	-	-	-	-	-	-
Frank Holler ⁽⁷⁾ Executive Chair	2023	-	-	222,925	-	-	34,419	257,344
	2022	-	495,000	350,000	-	-	67,750	912,750
	2021	-	-	-	-	-	66,188	66,188

Notes:

- (1) Amount represents the average grant date fair value of the awards of \$0.63 using the Black-Scholes option pricing model with the following assumptions for fiscal 2023: risk-free interest rate 1.8%, dividend yield 0%, expected volatility 85.5%, expected life of 4.8 years.
- (2) First day of employment with the Corporation on September 1, 2023.
- (3) Last day of employment with the Corporation on March 8, 2024.
- (4) First day of employment with the Corporation on August 31, 2021.
- (5) First day of employment with the Corporation on September 8, 2023.
- (6) Other compensation represents vacation pay to Dr. Philip M. Toleikis and David Swetlow, and Board director fees to Frank Holler.
- (7) Held office of Executive Chair of the Corporation from December 2, 2021 to April 27, 2023.

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Incentive Plan Awards

The outstanding option-based awards for the NEOs as at October 31, 2023 are presented in the table below:

Option-based Awards					Share-based Awards		
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (m-d-y)	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Cynthia Pussinen CEO	3,000,000	0.79	September 5, 2033	-	-	-	-

Option-based Awards					Share-based Awards		
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (m-d-y)	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Dr. Philip M. Toleikis CTO	2,500,000	0.21	September 13, 2029	1,475,000	-	-	-
	1,250,000	0.25	August 14, 2027	687,500	-	-	-
	750,000	0.225	March 14, 2026	431,250	-	-	-
	750,000	0.26	June 25, 2025	405,000	-	-	-
	7,706,419	1.32	December 9, 2026	-	-	-	-
	750,000	0.84	April 25, 2033	-	-	-	-
David Swetlow CFO	750,000	0.21	October 23, 2029	412,500	-	-	-
	4,589,065	1.32	December 9, 2026	-	-	-	-
	450,000	0.84	April 25, 2033	-	-	-	-
Frank Shannon VP, Clinical Development and Regulatory Affairs	500,000	1.32	December 9, 2026	-	-	-	-
	197,500	0.84	April 25, 2033	-	-	-	-
Modestus Obochi, Chief Business Officer	1,000,000	0.96	July 24, 2033	-	-	-	-
Frank Holler Executive Chair	365,500	1.42	April 27, 2024	-	-	-	1,425,000
	175,613	1.18	April 27, 2024	-	-	-	-
	70,000	1.20	April 27, 2024	-	-	-	-

Notes:

⁽¹⁾ Calculated based on the October 31, 2023 closing Common Share price on the TSX of \$0.76 each.

Incentive Plan Awards – Value Vested or Earned During the Year

The value vested or earned from incentive plan awards during the year for NEOs was as follows:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Cynthia Pussinen CEO	-	-	-
Dr. Philip M. Toleikis CTO	10,313	-	-
David Swetlow CFO	6,188	-	-
Frank Shannon VP, Clinical Development and Regulatory Affairs	2,716	-	-
Modestus Obochi, Chief Business Officer	-	-	-
Frank Holler Executive Chair	-	158,013	-

Note:

- (1) Aggregate dollar value that would have been realized, by determining the difference between the closing market price of the Common Shares on the TSX and the exercise price of the underlying option on each date during the fiscal year when an option award vested.

Pension Plan Benefits

The Corporation does not have any pension plans for its directors, officers or employees.

Termination of Employment, Change of Control Benefits and Employment Contracts

On September 1, 2023, the Corporation entered into an employment agreement with Cynthia Pussinen, its Chief Executive Officer. The agreement provides for severance pay of twelve (12) months salary if employment is terminated without cause for any reason. In addition to severance amounts, Ms. Pussinen may also receive payment of a portion of cash bonus corresponding to achievement of corporate objectives at the discretion of the Board and reimbursement for monthly health continuation coverage for a period of twelve (12) months. If Ms. Pussinen's employment is terminated without cause for any reason within six (6) months following a change in control, the Corporation will continue to pay Ms. Pussinen's base salary at the rate in effect on the termination date for eighteen (18) months and reimburse monthly health continuation coverage. The estimated additional payment to Ms. Pussinen in the event of termination without cause, assuming that a termination took place on October 31, 2023, is US\$550,000 (approximately \$763,000). If Ms. Pussinen's employment was terminated in connection with a change in control, all unvested Options will immediately vest. In the case of termination without cause in connection with a change of control described above severance plus the value of in-the-money Options with accelerated vesting applied is US\$825,000 (approximately \$1,144,000).

On July 21, 2023, the Corporation entered into an agreement with Modestus Obochi, its Chief Business Officer. Under the terms of the agreement, if employment is terminated without cause for any reason or as a result of change of control Mr. Obochi will receive severance pay of twelve (12) months salary, payment of cash bonus corresponding to achievement of corporate objectives at the discretion of the Board, continuation of health benefits for twelve (12) months or a lump sum payment for the equivalent cash value of such benefits and all unvested Options will immediately vest. In the case of termination without cause in connection with a change of control, severance plus the value of in-the-money Options with accelerated vesting applied is US\$300,000 (approximately \$416,000).

On August 3, 2021, the Corporation entered into an employment agreement with Frank Shannon, its VP, Clinical Development and Regulatory Affairs. The agreement provides for severance pay of up to a maximum of 12 months of salary over a range of years of service, if Mr. Shannon's employment is terminated without cause for any reason or under circumstances constituting constructive dismissal within 6 months following a change of control. The estimated additional payment to Mr. Shannon in the event of termination without cause, assuming that a termination took place on October 31, 2023, is \$75,000. If Mr. Shannon's employment was terminated in connection with a change in control, all unvested Options will immediately vest. In the case of termination without cause in connection with a change of control described above, severance plus the value of in-the-money Options with accelerated vesting applied is \$75,000.

On October 8, 2019, the Corporation entered into an employment agreement with David Swetlow, its former CFO. The agreement provides for severance pay for up to twelve (12) months of salary, if Mr. Swetlow's employment is terminated without cause for any reason. The estimated additional payment to Mr. Swetlow in the event of termination without cause, assuming that a termination took place before Mr. Swetlow had completed one (1) year of service with the Corporation would be three (3) months of base salary; after one (1) year of service but before three (3) years of service, six (6) months of base salary; or after three (3) years of service with the Corporation, six (6) months of salary plus an additional one (1) month of salary for each subsequent year of service, up to a maximum of twelve (12) months in total. The estimated additional payment to Mr. Swetlow in the event of termination without cause, assuming that a termination took place on October 31, 2023, is \$321,600. If Mr. Swetlow's employment is terminated without cause in connection with a change in control, a lump sum payment of twelve (12) months of salary is payable and all unvested Options will also immediately vest. In the case of termination without cause or in connection with a change of control described above, severance plus the value of in-the-money Options with accelerated vesting applied is \$321,600.

On July 7, 2016, the Corporation entered into a revised employment agreement with Dr. Philip M. Toleikis, its former CEO, now CTO. This employment agreement was amended on December 4, 2022. On December 4, 2022, the Corporation also entered into a transition agreement with Dr. Toleikis (the "**Toleikis Agreements**"). In addition to his base salary, Dr. Toleikis may also receive an annual cash bonus based on the achievement of corporate objectives at the discretion of the Board. The Toleikis Agreements provide for severance pay of up to 24 months of annual salary, if Dr. Toleikis's employment is terminated without cause. In the event of a change in control of the Corporation, Dr. Toleikis is entitled to severance pay of 24 months of annual salary. If Dr. Toleikis' employment is terminated without cause or in connection with a change in control, all unvested Options will also immediately vest. Under the Toleikis Agreements, Dr. Toleikis is entitled to a retention bonus of up to \$228,000 depending on certain conditions. The estimated additional payment to Dr. Toleikis in the event of termination without cause, assuming that a termination took place on October 31, 2023, is \$912,000. In the case of termination without cause in connection with a change of control, severance plus the value of in-the-money Options with accelerated vesting applied is \$912,000.

Compensation of Directors

The Corporation currently compensates its directors mainly through the award of stock options. During the fiscal year ended October 31, 2023, compensation was paid to directors, who are not also a NEO, as set out in the following table:

Name	Fees Earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	All other compensation (\$)	Total (\$)
James T. Parsons	60,625	-	122,640	-	-	183,265
Dr. Daniel Mahony ⁽¹⁾	49,789	-	245,280	-	-	295,069
Bertram von Plettenberg ⁽²⁾	27,708	-	134,190	-	-	161,898
Dr. Steven Sangha ⁽²⁾	24,167	-	134,190	-	-	158,357
Brett Whalen ⁽²⁾	36,042	-	134,190	-	-	170,232
Cynthia Pussinen ⁽³⁾⁽⁵⁾	(5)	(5)	(5)	(5)	(5)	(5)
Deborah M. Brown ⁽⁴⁾	32,500	-	122,640	-	-	155,140
Dr. Mohammad Azab ⁽⁴⁾	30,156	-	122,640	-	-	152,796
Frank A. Holler ⁽⁵⁾⁽⁶⁾	(5)	(5)	(5)	(5)	(5)	(5)
Jeffrey Bacha ⁽⁶⁾	28,011	-	122,640	-	-	150,651

Notes:

- (1) Appointed as a Director of the Corporation effective September 30, 2022.
- (2) Elected as a Director of the Corporation effective April 28, 2023.
- (3) Elected as a Director of the Corporation effective September 1, 2023.
- (4) Ceased to be a Director of the Corporation effective May 29, 2023.
- (5) Refer to NEO Compensation Summary Table.
- (6) Ceased to be a Director of the Corporation effective April 27, 2023.

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Incentive Plan Awards – Directors

The outstanding share-based awards held by directors, who were not also a NEO, as at October 31, 2023 were as follows:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (m-d-y)	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
James T. Parsons	210,000	1.20	04/25/2033	-	54,165	41,165	935,435
Dr. Daniel Mahony	420,000	1.20	04/25/2033	-	-	-	-
Bertram von Plettenberg	210,000	1.20	07/25/2033	-	-	-	-
Dr. Steven Sangha	210,000	1.20	07/25/2033	-	-	-	-
Brett Whalen	210,000	1.20	07/25/2033	-	-	-	-
Cynthia Pussinen	(4)	(4)	(4)	(4)	(4)	(4)	(4)
Deborah M. Brown ⁽²⁾	70,000	1.20	05/29/2024	-	-	-	653,600
Dr. Mohammad Azab ⁽²⁾	70,000	1.20	05/29/2024	-	-	-	155,800
Frank A. Holler ⁽³⁾	(4)	(4)	(4)	(4)	(4)	(4)	(4)
Jeffrey Bacha ⁽³⁾	70,000	1.20	04/27/2024	-	-	-	976,600

Note:

- (1) Based on \$0.76 per Common Share, being the closing trading price of the Common Shares on October 31, 2023 on the TSX.
- (2) Ceased to be a director effective May 29, 2023.
- (3) Ceased to be a director effective April 27, 2023.
- (4) Refer to NEO Compensation Summary Table.

Incentive Plan Awards – Value Vested or Earned During the Year – Directors

The value vested or earned from incentive plan awards during the Corporation’s fiscal year ended October 31, 2023 for directors, who were not also a NEO, was as follows:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
James T. Parsons	-	68,250	-
Dr. Daniel Mahony	-	-	-
Bertram von Plettenberg	-	-	-
Dr. Steven Sangha	-	-	-
Brett Whalen	-	-	-
Cynthia Pussinen	(3)	(3)	(3)
Deborah M. Brown ⁽¹⁾	-	113,749	-
Dr. Mohammad Azab ⁽¹⁾	-	174,250	-
Frank A. Holler ⁽²⁾	(3)	(3)	(3)
Jeffrey Bacha ⁽²⁾	-	109,416	-

Note:

- (1) Ceased to be a director effective May 29, 2023.
- (2) Ceased to be a director effective April 27, 2023
- (3) Refer to NEO Incentive Plan Awards – Value Vested or Earned During the Year table.

Compensation Discussion and Analysis

To ensure alignment with shareholder interests and conserve cash resources, the Corporation relies, when possible and prudent, on stock options (“**Options**”) and other share compensation arrangements, in addition to cash payments to remunerate its officers, employees, consultants, and other service providers. To this end, the Corporation maintains an equity incentive plan (the “**Incentive Plan**”), comprised of a stock option plan (the “**Option Plan**”) component and a deferred share unit plan (the “**DSU Plan**”) component, under which directors, officers, employees, and consultants may be granted Options to purchase Common Shares and/or deferred share units (“**DSUs**”) awarding Common Shares. The Corporation does not maintain any pension or retirement plan.

Compensation Oversight

The Board has appointed a Compensation Committee. The Board’s oversight of and responsibilities relating to Named-Executive Officers (“**NEO**” or “**NEOs**”) and director compensation, including the review and approval of the Corporation’s base compensation structure and equity-based compensation program, and evaluation of the performance of NEOs against annual goals and objectives, is based on recommendations of the Compensation Committee.

The current members of the Compensation Committee are: Brett Whalen, Bertram von Plettenberg and Dr. Daniel Mahony, all of whom are independent directors of the Corporation.

The Compensation Committee assumes responsibility for reviewing and monitoring the long-range compensation strategy for the NEOs of the Corporation and reviews NEO compensation on at least an annual basis taking into account compensation paid by other issuers of similar size and activity.

Objectives of the Compensation Program

The compensation program for the executive officers of the Corporation is designed to ensure the level and form of compensation achieves the following objectives:

- attract and retain qualified executives,
- motivate and recognize the performance and contributions of these executives, and
- align their interests with those of the Corporation's shareholders.

The Corporation's compensation program is in place to ensure consistency with other biotechnology research and development companies at a similar stage of development.

Compensation Positioning

The Corporation targets total compensation positioned near the median of the comparator group, with salary, target bonus, and stock option awards. The Compensation Committee believes that this aligns executive compensation with the long-term interests of shareholders and with the Corporation's strategy.

Compensation Risk Assessment

In carrying out its mandate, the Compensation Committee and the Board from time to time review the risk implications of the Corporation's compensation policies and practices, including those applicable to the Corporation's executives. This review of the risk implications ensures that the compensation plans, in their design, structure and application, have a clear link between pay and performance and do not encourage excessive risk taking. Key considerations regarding risk management include the following:

- design of a compensation program to ensure all executives are compensated in an equitable way based on their respective functions, or, depending upon the mandate and term of appointment of a particular executive, substantially equivalent performance goals;
- a balance of short-term performance incentives with equity-based awards that vest over time;
- to ensure that the overall expense to the Corporation of the compensation program does not represent a disproportionate percentage of the Corporation's annual budget or financial resources, after giving consideration to the development stage of the Corporation; and
- to utilize compensation policies that do not rely solely on the accomplishment of specific tasks without consideration to longer-term risks and objectives.

For the reasons set forth below, the Board believes that the Corporation's current executive compensation policies and practices achieve an appropriate balance in relation to the Corporation's overall business strategy and do not encourage executives to expose the Corporation to inappropriate or excessive risks.

While an integral feature of the Corporation's current executive compensation practice is the grant of Options under the Incentive Plan, and while such compensation is "at risk" (that is: not guaranteed), the Corporation's long-term incentive plan is designed such that Options generally vest over a two to four-year period and therefore encourage sustainable Common Share price appreciation and reduce the risk of actions that may have short-term advantages. Additionally, the grant of Options is in accordance with the terms and provisions of the Corporation's Incentive Plan.

The base salaries for the Corporation's executives are set with the intention to provide a steady income regardless of the price performance of the Common Shares, allowing executives to focus on both near-term and long-term goals and objectives without undue reliance on short-term price performance or market fluctuations of the Common Shares.

The Compensation Committee and the Board have considered the implications of the risks associated with the Corporation's compensation practices and have not identified any risks from the Corporation's compensation policies or practices.

Hedging Policy

Pursuant to the Corporation's Insider Trading Policy, all Sernova representatives are prohibited, at any time, from: (i) entering into a sale of Sernova securities that they do not own or have a right to own (a speculative practice, called "*selling short*", which is done in the belief that the price of a stock is going to fall and the seller will then be able to cover the sale by buying the stock back at a lower price); (ii) equity monetization transactions that are the equivalent of "*selling short*"; and (iii) selling a "call option" or buying a "put option" in respect of any Sernova securities (as such persons could profit from Sernova's stock price falling).

Material Elements of Compensation

In compensating its executive officers and senior management, the Corporation has employed a combination of salary, short-term incentives (performance-based cash bonus), long-term incentives (Option grants) and benefits. Annually, the Board, based on recommendations from the Compensation Committee, approves any changes to NEO base salaries and the award of any short-term or long-term incentives.

Base Salary

In the view of the Compensation Committee, paying base salaries that are reasonable in relation to the level of service expected while remaining competitive in the life science markets in which the Corporation operates is necessary to attract and retain qualified and experienced executives. Historically, base salary for senior management has been positioned at the 25th percentile level.

Performance-Based Cash Bonus

NEOs of the Corporation are eligible to receive an annual performance-based cash bonus. The Compensation Committee conducts an evaluation and provides the Board with periodic recommendations for consideration and approval. The Board and its Compensation Committee does not consider the applicable periods set for bonus purposes to be heavily weighted to the short-term and believes it has struck an appropriate balance between short-

term performance incentives and longer-term awards that vest over time. Historically, the annual performance-based cash bonus opportunity for senior management has been positioned at the 50th percentile level.

Stock Options and Deferred Share Units

The Corporation believes that encouraging its executive officers and senior management to become shareholders is the best way of aligning their interests with those of its long-term shareholders. As a result, executive officers and senior management are provided with the opportunity to participate in the appreciation of the Corporation's share price. The Corporation has an equity incentive plan in place, which is currently comprised of a fixed number maximum Option Plan and a fixed number maximum DSU Plan. The Board administers the Corporation's Incentive Plan, and approves the individual grants, the number of Options, date of grant and expiry date, and the corresponding exercise price of all grants made under the Incentive Plan. Options and DSUs granted to NEOs and directors of the Corporation take into account many factors, including the amount and term of Options and or DSUs previously granted, base salary, performance and market comparability. Historically with base salaries for executive management targeted at the 25th percentile level, long-term incentive awards have been positioned at the 75th percentile level.

Compensation Consultant

It is the Corporation's practice to retain an independent compensation consultant every 2-3 years to review and provide advice to the Compensation Committee regarding the Corporation's executive compensation program. In general, the mandate is to: (i) review the Corporation's executive compensation program; (ii) conduct a benchmarking of cash compensation for executives and directors relative to similar companies in terms of industry, size and stage of development; (iii) analyze the Corporation's equity-based compensation practices; and (iv) identify and make recommendations to address any noticeable gaps in the Corporation's compensation practices.

During the fiscal year ended October 31, 2019, the Corporation engaged Marsh & McLennan Agency LLC ("**Marsh**"), as an independent compensation consultant, Marsh's review and recommendations were delivered to the Compensation Committee during 2020FY Q2. During the fiscal year ended October 31, 2022, the Corporation engaged AON Radford ("**AON**"), as an independent compensation consultant. AON's review and recommendations were delivered to the Compensation Committee during 2023FYQ1.

Executive Compensation-Related Fees

The following table sets out the aggregate fees billed by the Corporation's compensation consultant in each of the last two financial years for services provided to the Corporation:

Fiscal Year ended October 31	Executive Compensation - Related Fees (\$)	All Other Fees (\$)
2023	nil	nil
2022	35,760	nil

Comparator Group

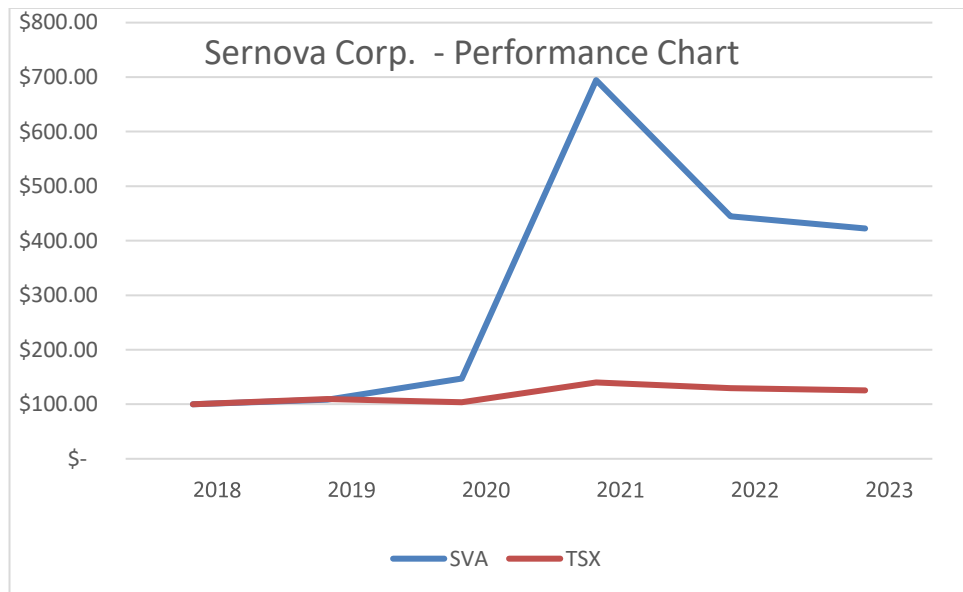
As part of the independent compensation consultant's benchmarking and review process, a comparator group is developed taking into account direct competitors for talent, especially for industry specific roles. The Marsh comparator group was comprised of 26 publicly traded Canadian and U.S. biotechnology companies which ranged in size from approximately 25% to 500% of the market capitalization of the Corporation (including in determining

market capitalization for the Corporation all securities convertible into Common Shares). The AON comparator group was comprised of 21 publicly traded Canadian and U.S. biotechnology companies which ranged in size from approximately 23% to 283% of the market capitalization of the Corporation (including in determining market capitalization for the Corporation all securities convertible into Common Shares).

Comparative statistics (including percentile rankings) on base salaries, bonus plans and security-based incentive plans were provided in the review. Based on benchmark data from the comparator group reported from the independent compensation consultant and taking into account experience in the role, scope of the role, performance and retention risk, and the Corporation's compensation philosophy, the Compensation Committee develops recommendations for executive compensation adjustments for approval by the Board.

Performance Graph

The following graph compares the total cumulative return to a Shareholder who invested \$100 in Common Shares of the Corporation on October 31, 2018 to the year end of October 31, 2023 with the cumulative total return of the S&P/TSX Composite Index (“**TSX Index**”). The Common Shares began trading on the TSX on June 2, 2022 and prior to that traded on the TSX Venture Exchange.



The trend shown in the above graph does not necessarily correspond to the Corporation's compensation to its NEOs for the period ended October 31, 2023 or for any prior fiscal periods. The Corporation's executive compensation is reviewed annually and set by the Board on the recommendation of the Board's Compensation Committee. The Compensation Committee considers several factors in connection with its determination of appropriate levels of compensation, including, but not limited to, the demand for and supply of skilled professionals in the biotechnology industry generally, individual performance, the Corporation's performance (which is not necessarily tied exclusively to the trading price of the Common Shares on the TSX) and other factors discussed under "Compensation Discussion and Analysis". The trading price of the Common Shares on the TSX is subject to fluctuation based on several factors, many of which are outside of the Corporation's control. These include market perception of the Corporation's ability to achieve planned growth or results, trading volume in the Corporation's Common Shares, and changes in general conditions in the economy and the financial markets. Other factors, some of which are disclosed and discussed under the heading "Risk Factors" in the Corporation's Management Discussion and Analysis for the fiscal year ended October 31, 2023 and the Annual Information Form of the Corporation dated January 26, 2024 may also affect the performance of the Corporation's Common

Shares. The Corporation also considers executive compensation levels relative to its industry peer group, many of which do not necessarily correspond to the market price of such industry peer group's securities.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation authorizes Common Shares for issuance under an equity compensation incentive plan (the "**Incentive Plan**"), which consists of two plans: a stock option plan and a deferred share unit plan.

The Incentive Plan was approved by shareholders at the Corporation's annual general meeting on June 30, 2021. The Incentive Plan authorized the Corporation to reserve an aggregate maximum of 38,746,536 Common Shares, which represented 15% of the issued Common Shares as at May 14, 2021, allocated between the plans as follows:

- 30,997,229 Common Shares (which represented 12.5% of the issued Common Shares as at May 14, 2021) were reserved for issuance upon exercise of options granted under the stock option plan (the "**2021 Option Plan**"); and
- 7,749,307 Common Shares (which represented 2.5% of the issued Common Shares as at May 14, 2021) were reserved for conversion of DSUs awarded under the deferred share unit plan (the "**DSU Plan**").

On June 2, 2022, in connection with the Corporation's graduation to the Toronto Stock Exchange (the "**TSX**") from the TSX Venture Exchange (the "**TSXV**"), the Board approved a new option plan (the "**Option Plan**") to supersede the 2021 Option Plan to comply with the policies of the TSX.

On March 19, 2024, the Board approved additional amendments to the Option Plan and DSU Plan in accordance with the requirements of the policies of the TSX, and approved an increase the number of Common Shares that are reserved for issuance for option grants, for which shareholder approval is being sought. See discussion further below under "AMENDMENTS TO INCENTIVE PLAN".

Option Plan

Capitalized terms below refer specifically to terms defined in the Option Plan, which incorporate definitions from the policies of the TSX. The material terms of the Option Plan are as follows:

- the number of the Common Shares issued to insiders within any one-year period, when combined with all of the Corporation's other security based compensation arrangements (including the DSU Plan), must not exceed 10% of the Common Shares issued and outstanding;
- the number of the Common Shares issuable to insiders at any time, when combined with all of the Corporation's other security based compensation arrangements (including the DSU Plan), must not exceed 10% of the Common Shares issued and outstanding;
- the Option Plan is administered by the Board, which the Board may be delegated to a committee of directors;
- Options may be granted to a Director, Officer, Employee, or Consultant (includes a company, of which 100% of the share capital is beneficially owned by one or more of the foregoing);
- Vesting of Options is at the discretion of the Board and with respect to any particular Options granted under the Option Plan, in the absence of a vesting schedule being specified at the time of grant, all

such Options shall vest immediately. Where applicable, vesting of Options will generally be subject to:

- the Eligible Participant remaining employed by or continuing to provide services to the Company or any of its Affiliates (as defined in the Option Plan) as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its Affiliates (as defined in the Option Plan) during the vesting period; or
- the Eligible Participant remaining as a Director of the Company or any of its Affiliates during the vesting period;
- the term of Options may not exceed ten years;
- if the expiry date for an Option occurs during a blackout period, or within five business days thereafter, the expiry date for such Option will be extended to the tenth business day after the expiry date of the blackout period;
- Options may not be exercised after an Optionee's term of service to the Corporation has been terminated, except as follows:
 - in the case of the death, any vested Option held at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option;
 - in the case of voluntary termination of services or termination without cause, an Option granted will expire 90 days (or such other time, generally not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option);
 - in case of termination for cause, all rights to acquire Common Shares will terminate immediately unless otherwise determined by the Board; and
 - in the event of a change of control of the Corporation or a take-over bid being made for the Common Shares, the Board may, in its discretion, provide in the case of a particular Optionee, that the Options held by that Optionee may be exercised in full or in part at any time before vesting of those Options.
- Options are non-assignable and non-transferable;
- the Exercise Price must not be less than the Market Price, being the volume weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding the relevant date;
- the Board may not, without shareholder approval, amend the Option Plan to:
 - increase the number of Common Shares reserved for issuance;
 - remove or increase the insider participation limit;

- reduce the exercise price of an Option held by an insider;
- extend the term of any Option beyond ten years;
- add a cashless exercise feature;
- change or delete the foregoing amending provisions of the Option Plan.
- the Board may amend the Option Plan without shareholder approval to:
 - make amendments that are of a typographical, grammatical or clerical nature;
 - change the vesting provisions of an Option granted under the Option Plan, subject to prior written approval of the Exchange, if applicable;
 - change the termination provision of an Option granted hereunder which does not entail an extension beyond the original Expiry Date of such Option;
 - for an optionee who is not an Insider, subject to prior written approval of the Exchange, if applicable, reduce the exercise price of an Option or cancel and re-issue, within three months of cancellation, an Option to the same optionee at a lower exercise price than the Option cancelled;
 - for an optionee who is not an Insider, subject to prior written approval of the Exchange, if applicable, it may extend the term of the original expiry date of an Option;
 - it may make amendments necessary as a result of changes in securities laws applicable to the Corporation;
 - if the Shares becomes listed or quoted on another stock exchange or stock market other than the TSX, the Board may make such amendments as may be required by the policies of such other stock exchange or stock market; and
 - it may make such amendments as reduce, and do not increase, the benefits of this Option Plan to an Eligible Participant.

DSU Plan

Capitalized terms below refer specifically to terms defined in the DSU Plan, which incorporate definitions from the policies of the TSX. The material terms of the DSU Plan are as follows:

- the number of the Common Shares issued to insiders on conversion of DSUs within any one-year period, when combined with all of the Corporation's other security based compensation arrangements (including the Option Plan), must not exceed 10% of the Common Shares issued and outstanding;
- the number of the Common Shares issuable to insiders on conversion of DSUs at any time, when combined with all of the Corporation's other security based compensation arrangements (including the Option Plan), must not exceed 10% of the Common Shares issued and outstanding;
- the DSU Plan is administered by the Board, which the Board may be delegated to a committee of directors;

- all DSU awards will vest in accordance with the vesting schedule as determined by the Board, in the case of death or disability of the Participant, in the event of a change of control or take-over bid of the Corporation, or in the case of an Officer upon termination by the Corporation without cause or resignation at the request of the Corporation;
- DSUs shall cease to vest on the Separation Date (except as otherwise provided herein and in the DSU Plan) and any DSUs that have not vested on the separation Date shall be cancelled;
- DSU awards may be granted to a Director or an Officer;
- on redemption, the Board may elect to redeem the DSUs in cash, in Shares issued from treasury or from purchases on the secondary market, or any combination of the foregoing;
- the redemption value for the DSUs is equivalent to the sum obtained by multiplying the number of DSUs to be so redeemed by the market value per Common Share as of the redemption date;
- if the redemption date occurs during a blackout period, or within ten trading days thereafter, the redemption date will be extended by ten trading days immediately after the expiry date of the blackout period;
- if a dividend is declared and paid by the Corporation, a Participant's DSU account will be credited on the payment date of such dividend in accordance with the terms of the DSU Plan;
- DSU are non-assignable and non-transferable;
- the Board may not, without shareholder approval, amend the DSU Plan to change:
 - the number of Shares reserved for issuance;
 - the insider participation limits;
 - the definition of "Participant" or the eligibility requirements for participating, where such amendment would have the potential of broadening or increasing Insider participation;
 - any right of a Participant under this Plan resulting in an extension beyond the date on which such right would originally have expired; or
 - the amendment provisions of the DSU Plan.
- the Board may amend the DSU Plan without shareholder approval to:
 - amend the definition of "Participant" or the eligibility requirements for participating in this Plan, where such amendment would not have the potential of broadening or increasing Insider participation;
 - amend the manner in which Participants may elect to participate in this Plan or elect redemption dates;
 - amend the provisions of this Plan relating to the redemption of DSUs and the dates for the redemption of the same;

- make any amendment which is intended to ensure compliance with applicable Laws and the requirements of the Exchange;
- make any amendment which is intended to provide additional protection to shareholders of the Corporation (as determined at the discretion of the Board);
- make any amendment which is intended to remove any conflicts or other inconsistencies which may exist between any terms of this Plan and any provisions of any applicable laws and the requirements of the Exchange;
- make any amendment which is intended to cure or correct any typographical error, ambiguity, defective or inconsistent provision, clerical omission, mistake or manifest error;
- make any amendment which is not expected to materially adversely affect the interests of the shareholders of the Corporation; and
- make any amendment which is intended to facilitate the administration of this Plan.

The foregoing is a summary of the principal terms of the Option Plan and the DSU Plan, which is qualified by reference to the applicable Plan. A copy of the Plans are available upon request from the Corporation.

The following table sets out equity compensation plan information as at the Corporation's October 31, 2023 financial year-end.

Equity Compensation Plan Information

		Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders - the Plan	Option Plan	30,074,182	\$0.92	995,088
	DSU Plan	5,510,001	N/A	nil
Equity compensation plans not approved by securityholders	N/A	N/A	N/A	N/A
Total		35,584,183		

Note:

(1) The DSUs are subject to vesting criteria but do not require payment of an exercise price.

The following table sets out the annual burn rate⁽¹⁾ for the Corporation's equity compensation plans:

	Fiscal year ended October 31		
	2023	2022 ⁽²⁾	2021
The Option Plan	2.88%	5.11%	0.04%
The DSU Plan	0.00%	0.50%	0.00%

Note:

- (1) The annual burn rate is calculated as the number of securities granted under the arrangement during the applicable fiscal year divided by the weighted average number of securities outstanding for the applicable fiscal year.
- (2) The number of securities granted under our equity compensation arrangement in 2022, represent two years of annual awards for the 2020 and 2021 fiscal years. The grants reflect the Marsh recommendations referenced herein this document.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation as of the end most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An informed person is one who, generally speaking, is a director or executive officer or a 10% Shareholder of the Corporation. To the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation during the year ended October 31, 2023, or has any interest in any material transaction in the current year other than as set out herein or as disclosed in other than the payment of compensation to key management personnel of the Corporation in the ordinary course of business. Refer to Note 10 – *Related Party Transactions* in our audited annual consolidated financial statements for further information, which are incorporated by reference into this Management Information Circular.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board of the Corporation is committed to sound corporate governance practices; as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. The Canadian Securities Administrators (the “CSA”) have adopted National Policy 58-201 *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Corporation. In addition, the CSA have implemented National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”), which prescribes certain disclosure by the Corporation of its corporate governance practices. This section sets out the Corporation’s approach to corporate governance and addresses the Corporation’s compliance with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the Board’s view, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The independent directors of the Board, as of the date hereof, are as follows: James T. Parsons, Brett Whalen, Dr. Daniel Mahony, Dr. Steven Sangha, and Bertram T. von Plettenberg.

Cynthia Pussinen, the Chief Executive Officer of the Corporation and Dr. Philip M. Toleikis, the Chief Technology Officer of the Corporation, are not independent directors.

The Board facilitates its independent supervision over management by having (i) a majority of independent directors on the Board, (ii) only independent directors on committees of the Board, and (iii) an independent lead director. The Board uses regular in-camera sessions in order to ensure that the Board can function independently of management. The Board believes that the foregoing are sufficient to ensure that the Board can function independently of management.

Meeting Attendance

The following table sets forth the number of meetings held by the Board during the fiscal year ended October 31, 2023, and the attendance of each director at those meetings.

Director	Board Meetings (18 total meetings)
Frank Holler ⁽¹⁾	11
Jeffrey Bacha ⁽¹⁾	11
Deborah Brown ⁽²⁾	12
Dr. Mohammad Azab ⁽²⁾	12
Cynthia Pussinen ⁽³⁾	4
Brett Whalen ⁽⁴⁾	7
Dr. Daniel Mahony	16

James T. Parsons	18
Dr. Steven Sangha ⁽⁴⁾	7
Bertram T. von Plettenberg ⁽⁴⁾	7
Dr. Philip M. Toleikis	13

Notes:

- (1) Ceased to be a Director of the Corporation effective April 27, 2023.
- (2) Ceased to be a Director of the Corporation effective May 29, 2023.
- (3) Ms. Pussinen was appointed to the board on September 1, 2023.
- (4) Messrs von Plettenberg, Sangha and Whalen were appointed to the board on April 27, 2023.

The mandate of the Board is to manage corporate governance matters pertaining to the business and affairs of the Corporation. In fulfilling its mandate, the Board as a whole oversees the development and application of policies regarding corporate governance, deals with corporate governance issues, and is responsible for:

- a) adopting a strategic planning process for the Corporation;
- b) understanding the principal risks of the Corporation's business and ensuring the implementation of the appropriate systems to manage these risks;
- c) succession planning for the Corporation, including identifying, appointing, training and monitoring senior management;
- d) overseeing the integrity of the Corporation's internal controls and management information systems; and
- e) maintaining a continuing dialogue with management in order to ensure the ability to respond to changes, both internal and external, which may affect the Corporation and its business operations from time to time.

In carrying out its mandate, the Board holds regular meetings, and has established three committees with specific responsibilities, from its members. The frequency of meetings, as well as the nature of the matters dealt with, will vary from year to year depending on the state of the Corporation's business and the opportunities or risks, which the Corporation faces from time to time.

Directorships

Certain of the directors and officers currently serve as directors and officers of other private and public companies. Some of the directors and officers may be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers may be serving another corporation with interests that could be in conflict with the Corporation. In the event of any conflicts of interest, such conflicts must be disclosed to the Corporation and dealt with in accordance with the provisions of the CBCA.

The following table sets out the director nominees of the Corporation that are currently directors of other reporting issuers:

Name	Name of Reporting Issuer	Name of Exchange or Market
Cynthia Pussinen	N/A	N/A

Brett Whalen	Monitor Ventures Inc. NextSource Materials Inc.	TSX-V TSX
James T. Parsons	Oncolytics Biotech Inc. DiaMedica Therapeutics Inc.	NASDAQ/TSX NASDAQ
Dr. Steven Sangha	Goldhills Holding Ltd. BlockchainK2 Corp.	TSX-V TSX-V
Bertram T. von Plettenberg	N/A	N/A

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the nature and operations of Corporation's business, the role of the board, and its committees and its directors. Board meetings may also include presentations by the Corporation's management to give the directors additional insight into the Corporation's business.

Ethical Business Conduct

The Board relies on the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation and securities laws to promote a culture of ethical business conduct.

To encourage corporate transparency and responsible corporate governance the Board has taken the further steps of approving and adopting both a Whistle Blower Policy and an Insider Trading Policy. Copies of each of these policies are available for review on the Corporation's website at www.sernova.com.

Nomination of Directors

The Nomination and Governance Committee identifies, evaluates and recommends to the Board candidates for appointment to the Board. A brief description of the Nomination and Governance Committee and disclosure relating to Board representation of women, Aboriginal peoples, persons with disabilities and members of visible minorities are set forth below. The Board also considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

Board Committees

The Board has established an Audit Committee, Compensation Committee and Nomination and Governance Committee to perform certain advisory functions, to make recommendations and to report to the Board. A brief description of these committees, and their respective mandates, is set forth below.

Audit Committee

The current members of the Audit Committee are: James T. Parsons (Chair), Bertram von Plettenberg and Daniel Mahony, all of whom are independent directors. The Audit Committee reviews the annual and quarterly financial statements of the Corporation and certain other public disclosure documents required by regulatory authorities and makes recommendations to the Board with respect thereto. The Audit Committee also reviews with the auditors and management the adequacy of the Corporation's financial reporting and internal control procedures to ensure they are effective and appropriate.

Compensation Committee

The current members of the Compensation Committee are all independent directors, namely: Brett Whalen (Chair), Bertram von Plettenberg, Dr. Daniel Mahony. The Compensation Committee reviews the Corporation's compensation policies and practices, compensation of senior management and succession planning and reviews the Corporation's corporate governance practices and makes recommendations to the Board.

Nomination and Governance Committee and Disclosure Relating to Diversity

The Nomination and Governance Committee identifies, evaluates and recommends to the Board candidates (i) for appointment to the Board or to serve as nominees for election as directors at annual meetings of shareholders, and (ii) for appointment to committees of the Board. In addition, the Committee annually evaluate the performance of the Board, and develops and reviews the Corporation's corporate governance policies.

The current members of the Nominating and Governance Committee are James T. Parsons (Chair) and Steven Sangha both of whom are independent directors.

The process by which the Committee identifies new candidates for board nomination begins with the approval by the Board of the skill-sets and background which are desired in a new candidate. Board members or management may suggest candidates for consideration by the Committee. Prospective candidates are interviewed by the Chair and by other Board members on an ad hoc basis. An invitation to join the Board is extended only after the Board has thoroughly considered the qualifications, fit and suitability of the candidate.

The Corporation has not adopted term limits for its directors or other mechanisms of Board renewal. The Corporation is aware of the positive impacts of bringing new perspectives to the Board of Directors, and therefore does occasionally add new members; however, it values continuity on the Board of Directors and maintaining in-depth knowledge of the Corporation held by at least one of its members who has a long-standing relationship with the Corporation. The Board has added seven (7) new directors within the last five (5) years.

The Corporation does not currently have a written policy relating to the identification and nomination of women, Aboriginal peoples, persons with disabilities or members of visible minorities as directors. Historically, the Corporation has not felt that such a policy was needed. When the Nomination and Governance Committee recommends candidates for director positions, it considers not only the qualifications, personal qualities, business background and experience of the candidates, it also considers the composition of the group of nominees, to best bring together a selection of candidates allowing the Board of Directors to perform efficiently and act in the best interest of the Corporation and its shareholders.

The Corporation is aware of the benefits of diversity on the Board and at the executive and senior management levels, and therefore the level of representation of women, Aboriginal peoples, persons with disabilities and members of visible minorities is one factor taken into consideration during the search process for directors and for executives and senior management positions. The Board also considers the composition of the group of directors and senior management, including the representation of women, Aboriginal peoples, persons with disabilities and members of visible minorities, to best bring together a selection of candidates allowing the Corporation's management to perform efficiently and act in the best interest of the Corporation and its shareholders.

Given the stage of development of the Corporation, the Board has not adopted a "target" number or percentage regarding women, Aboriginal peoples, persons with disabilities or members of visible minorities on the Board of Directors or in executive or senior management positions. However, in the appointment of new management or

directors, the Board always consider enhancing diversity in Sernova leadership. There is at present one woman on the Board, representing 14.3% of the directors, and one person who self identifies as a member of a visible minority, representing 14.3% of the directors. There are at present no Aboriginal peoples, or persons with disabilities on the Board of Directors. Of the executive officers of the Corporation, there is at present one woman, representing 16.7% of the executive officers and one person who self identifies as a member of a visible minority, representing 16.7% of the executive officers. There are at present no Aboriginal peoples or persons with disabilities as executive officers.

There are no committees of the Board other than the Audit Committee, the Compensation Committee and the Nomination and Governance Committee.

Assessments

The Board conducts an annual Board Effectiveness Survey of the Corporation's directors to assess the effectiveness of the Board's function.

PARTICULARS OF MATTERS TO BE ACTED UPON

AMENDMENT TO INCENTIVE PLAN

The Corporation's Incentive Plan consists of the Option Plan and the DSU Plan. On June 30, 2021, the shareholders of the Corporation authorized the Corporation to reserve an aggregate maximum of 38,746,536 Common Shares, allocated between the plans as follows:

- 30,997,229 Common Shares for issuance upon exercise of options granted under the Option Plan; and
- 7,749,307 Common Shares for conversion of DSUs awarded under the DSU Plan.

Subsequently, in July 2023, the Corporation re-allocated the remaining Common Shares available for issuance under the DSU Plan to the Common Shares reserved for issuance under the Option Plan, and accordingly, there is as of the date of this Circular 33,236,535 Common Shares reserved for issuance upon exercise of options granted under the Option Plan and 5,510,001 Common Shares reserved for issuance upon conversion of DSUs awarded under the DSU Plan.

As of the Record Date, there were 24,385,532 Options outstanding under the Option Plan and 5,510,001 DSUs outstanding under the DSU Plan, representing approximately 8.10% and 1.82% of the currently issued and outstanding Common Shares, respectively. On June 2, 2022, in connection with the Corporation's graduation to the TSX from the TSXV, the Board adopted the current Option Plan to comply with the policies of the TSX.

Amendments to Incentive Plan

The Board approved amendments to the Option Plan and DSU Plan to align their provisions with the policies of the TSX, and, subject to shareholder approval, approved an increase in the number of Common Shares that are reserved for issuance for option grants under the Option Plan by 6,764,617 to a maximum of 40,001,152.

The amendments to the Option Plan and DSU Plan included the removal of the following provisions (which include limitations for issuers listed on the TSX Venture Exchange and thus no longer apply to the Corporation):

Option Plan:

- no Eligible Participant can be granted an Option if that Option would result in the total number of Options, together with all other Share Compensation Arrangements granted to such Eligible Participant in the previous 12 months, exceeding 5% of the Outstanding Shares (unless the Company has obtained Disinterested Shareholder Approval to any such grant);
- the aggregate number of Options granted to Eligible Participants conducting Investor Relations Activities in any 12-month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the Exchange;
- the aggregate number of Options granted to any one Consultant in any 12 month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the Exchange;
- adjustments to the number and type of shares subject to an Option under certain circumstances including any dividend or other distribution (whether in the form of cash, Shares, other securities or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, combination, issuance of warrants or other rights to purchase Shares or other securities of the Company to all holders of Common Shares *pro rata* whether as a dividend or otherwise or other similar corporate transaction or event affects the Shares such that an adjustment is determined by the Board to be appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan; and
- any Options granted to Consultants conducting Investor Relations Activities will vest over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; or such longer vesting period as the Board may determine.

DSU Plan:

- the maximum number of DSUs that may be granted to any one Eligible Participant, together with all options and the like granted under the Corporation's other Share Compensation Arrangements, within any twelve-month period may not exceed 5% of the outstanding Shares at the time of grant unless disinterested shareholder approval is obtained in accordance with the applicable policies of the TSX Venture Exchange;
- the maximum number of DSUs that may be granted to any one consultant of the Corporation, together with all options and the like granted under the Corporation's other Share Compensation Arrangements, within any twelve-month period may not exceed 2% of the issued and outstanding Shares at the time of grant;
- the maximum number of DSUs that may be granted to all persons retained to provide Investor Relations Activities (as defined in the policies of the Exchange, which would include any Eligible Participants whose role and duties primarily consist of Investor Relations Activities), together with all options and the like granted under the Corporation's other Share Compensation Arrangements, within any twelve-month period may not exceed 2% of the issued and outstanding Shares at the time of grant; and
- any DSUs issued to persons retained to provide Investor Relations Activities must vest in stages over a period of not less than 12 months with no more than 1/4 of the DSUs vesting in any three-month period.

The amendments to the Option Plan also included changes to the amending provisions. At the Meeting, the Corporation will seek shareholder approval by an ordinary resolution of shareholders to adopt these amendments, which permit the Board in its discretion, without shareholder approval to:

- for an Optionee who is not an Insider, subject to prior written approval of the Exchange, if applicable, it may reduce the Exercise Price of an Option or cancel and re-issue, within three (3) months of cancellation, an Option to the same Optionee at a lower Exercise Price than the Option cancelled; and
- for an Optionee who is not an Insider, subject to prior written approval of the Exchange, if applicable, it may extend the term of the original expiry date of an Option.

At the Meeting, the Corporation will seek shareholder approval by a majority of shareholder votes to increase the current maximum number of Common Shares reserved for issuance on exercise of options pursuant to the Option Plan by 6,764,617 to a total of 40,001,152, which represents 13.18% of the Corporation's Common Shares outstanding as of March 19, 2024.

The DSU Plan has also been amended to clarify the definition of 'Redemption Date' and the mechanics and timing for the submission of a Redemption Notice by a Participant.

The maximum number of Common Shares reserved for issuance on conversion of DSUs will remain at 5,510,001 which represents 1.82% of the Corporation's Common Shares outstanding as of March 19, 2024. Together, assuming approval of the increase in the maximum number of Common Shares reserved for issuance under the Option Plan, the maximum number of Common Shares reserved for issuance authorized under the Option Plan and DSU Plan would be increased to 45,511,153, which represents 15% of the Corporation's Common Shares outstanding as of March 19, 2024.

As Sernova is a growing clinical-stage biotechnology company with substantial equity capital requirements, the Board has leveraged the Incentive Plan to attract and retain high quality, skilled and experienced talent to Sernova. The Board has structured executive compensation with a higher weight towards the long term incentive component compensation (incentive stock options and DSUs) relative to the cash component of compensation, which among other things, optimizes the uses of its cash resources. See "*COMPENSATION DISCUSSION AND ANALYSIS*" below for further details.

As of March 19, 2024, there are 24,385,532 Options outstanding under the Option Plan, representing 8.10% of the Corporation's Common Shares outstanding on this date, and 5,510,001 DSUs outstanding under the DSU Plan, representing 1.82% of the Corporation's Common Shares outstanding on this date. Provided shareholder approval of the increase in the maximum number of Common Shares reserved for issuance under the Option Plan is obtained, the Corporation will have 13,373,355 Common Shares available for further Options grants, which represents 4.41% of the Corporation's Common Shares outstanding as of March 19, 2024, and no Common Shares available for further DSU awards and accordingly, the Corporation will not be issuing DSU awards going forward.

For further details regarding the Corporation's Incentive Plan, please refer to the section entitled "*SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS*" above.

Shareholder Approval

The ordinary resolution to amend the Option Plan and DSU Plan, and to change the maximum number of Common Shares available for reserve for exercise of options under the Option Plan to the fixed maximum number of 40,001,152 as of March 19, 2024, which represents 13.18% of the Corporation's Common Shares outstanding as of March 19, 2024, will be submitted to the shareholders at the Meeting for approval, with or without variation, in the form set forth below.

Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Common Shares represented by such form of proxy, properly executed, in favour of each of the following resolutions.

“Be it RESOLVED, as a resolution of the shareholders, that:

1. the Option Plan and the DSU Plan, each as amended and restated as of March 19, 2024, including the revisions to the amendment provisions in the Option Plan, be and are hereby ratified, confirmed and approved;
2. the number of Common Shares reserved for exercise of Options granted pursuant to the Option Plan, be and is hereby set at a fixed maximum number of 40,001,152 Common Shares as of March 19, 2024; and
3. Any one officer or director of the Corporation be and is hereby authorized to take such steps or execute such documents, whether or not under corporate seal, which are in his or her opinion necessary or advisable in order to give effect to this resolution.”

The Board recommends that the shareholders vote in favour of the resolution to approve the Option Plan and DSU Plan, each as amended and restated, and to increase the fixed maximum numbered of Common Shares reserved for exercise of Options granted pursuant to the Option Plan.

A copy of the Option Plan and the DSU Plan may be received upon request from the Corporation and will be posted under the Corporation’s profile at www.sedarplus.ca along with this Management Information Circular.

SHAREHOLDER PROPOSALS

Shareholder proposals must be submitted no later than February 27, 2025 (being the 60th day before the anniversary date of the 2024 annual shareholder meeting), to be considered for inclusion in the management information circular to be prepared for the 2025 annual meeting of shareholders of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on www.sedarplus.ca. Financial information is provided in the Corporation’s comparative financial statements and management discussion and analysis, which is filed on www.sedarplus.ca. The Corporation will provide to any person or company, upon request to the Chief Financial Officer of the Corporation, one copy of the comparative financial statements of the Corporation filed with the applicable securities regulatory authorities for the Corporation’s most recently completed financial year in respect of which such financial statements have been issued, together with the report of the auditor, related management’s discussion and analysis and any interim financial statements of the Corporation filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements.

Copies of the above documents are available without charge to shareholders upon written request to the Corporation by fax (519) 858-5099 or to:

Sernova Corp.
700 Collip Circle, Suite 114
London, Ontario
N6G 4X8

OTHER MATTERS

As of the date of this Circular, the Board and management of the Corporation are not aware of any matters to come before the Meeting other than those matters specifically identified in the accompanying Notice of Meeting. However, if such other matters properly come before the Meeting or any adjournment(s) thereof, the persons designated in the accompanying form of proxy will vote thereon in accordance with their judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

BOARD APPROVAL

The contents of this Circular and its distribution to shareholders have been approved by the Board of Directors of the Corporation.

DATED this 19th day of March, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

“Cynthia Pussinen”

Cynthia Pussinen
Chief Executive Officer