

**REGEN III CORP.**  
**Suite 3810, Bankers Hall West, 888 3 Street SW, Calgary, AB T2P 5C5**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of ReGen III Corp. (the “**Company**”) will be held at Suite 2200, RBC Place, 885 West Georgia Street, Vancouver, BC V6C 3E8, on February 18, 2025, at 11:30 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the audited financial statements of the Company as at and for the years ended December 31, 2023, and 2022, together with the report of the auditors thereon;
2. to set the number of directors of the Company at five;
3. to elect the directors of the Company for the ensuing year;
4. to appoint the auditors of the Company and to authorize the directors of the Company to fix their remuneration;
5. to consider and, if thought advisable, to pass, with or without modification, an ordinary resolution approving the 20% fixed long-term equity incentive plan of the Company (the “**LTIP**”);
6. to consider and, if thought advisable, to pass an ordinary resolution ratifying and approving a certain grant of options made under the Company’s LTIP, as more particularly described in the management information circular,
7. to consider and, if thought advisable, to pass, with or without modification, an ordinary resolution to amend the LTIP to permit up to 15% of the issued and outstanding shares under the LTIP to be granted or issued to Insiders as a group, as more particularly described in the management information circular; and
8. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting.

An “ordinary resolution” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

**While registered shareholders are entitled to attend the Meeting in person we recommend that all Shareholders vote by proxy and accordingly ask that registered shareholders complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Management Information Circular.**

**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.**

**SHAREHOLDERS ARE ENCOURAGED TO COMPLETE, DATE AND SIGN THE ENCLOSED FORM OF PROXY, AND TO RETURN IT IN THE ENVELOPE PROVIDED FOR THAT PURPOSE.**

The board of directors of the Company has by resolution fixed the close of business on January 9, 2025, as the record date, being the date for the determination of the registered holders of common shares entitled to notice of and to vote at the Meeting or any adjournment thereof. Proxies may be voted in one of the following manners:

- (a) by using the internet at [www.investorvote.com](http://www.investorvote.com); or
- (b) by completing and signing the enclosed form of proxy and depositing it with the Company's transfer agent, Computershare Investor Services Inc., using one of the following methods:

By Mail:           Computershare Investor Services Inc.  
                      Attention: Proxy Department  
                      135 West Beaver Creek  
                      PO Box 300  
                      Richmond Hill, Ontario  
                      L4B 4R5

By Facsimile:   416-263-9524 or 1-866-249-7775

If you vote your proxy using the internet, do not send back the form of proxy.

DATED at Vancouver, British Columbia, as of the 16<sup>th</sup> day of January 2025.

**BY ORDER OF THE BOARD**

*Signed: "Gregory Clarkes"*

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Gregory Clarkes  
Chairman of the Board