

**WILLOW BIOSCIENCES INC.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF THE HOLDERS OF COMMON SHARES
TO BE HELD ON MAY 12, 2022**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares (the "**Common Shares**") in the capital of Willow Biosciences Inc. (the "**Corporation**") will be held at the offices of Stikeman Elliott LLP, 4300 Bankers Hall West, 888 - 3rd Street S.W., Calgary, Alberta, T2P 5C5 and virtually at <https://us02web.zoom.us/j/83289797519> on May 12, 2023 at 9:00 a.m. (Calgary time), for the following purposes:

1. receive the financial statements for the fiscal year ended December 31, 2022 and the report of the auditors thereon;
2. fix the number of directors to be elected at nine;
3. elect directors for the ensuing year;
4. appoint the auditors of the Corporation to hold office until the next annual meeting of the Shareholders and authorize the directors to fix their remuneration;
5. approve the unallocated options under the stock option plan of the Corporation; and
6. transact such other business as may properly come before the meeting or any adjournments thereof.

Only Shareholders of record at the close of business on March 28, 2023 (the "**Record Date**") are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote on the matters set out above, unless, after the Record Date, a holder of record transfers his or her Common Shares and the transferee, upon producing properly endorsed share certificates or otherwise establishing that he or she owns such Common Shares, requests, not later than 10 days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote such Common Shares, in which case such transferee shall be entitled to vote such Common Shares as set out below.

Registered Shareholders are requested to date and sign the enclosed form of proxy (the "Form of Proxy") and return it to the Corporation's transfer agent, Odyssey Trust Company. To be effective, the Form of Proxy must be mailed so as to reach or be deposited with Odyssey Trust Company, at Traders Bank Building 702, 67 Yonge Street Toronto, Ontario, M5E 1J8, Attention: Proxy Department or by fax at (800) 517-4553 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment thereof or may be accepted by the Chair of the Meeting at his discretion prior to the commencement of the Meeting. The Form of Proxy or other instrument used to appoint a proxy shall be executed by the Shareholder or their attorney, or if such Shareholder is a corporation, under the corporate seal, and executed by a director, officer or attorney thereof duly authorized. Alternatively, a registered Shareholder may complete their Form of Proxy online at <https://login.odysseytrust.com/pxlogin> by following the instructions provided on the Form of Proxy.

IMPORTANT

Amid ongoing concerns about the coronavirus (COVID-19) outbreak, the Corporation urges Shareholders to vote by proxy in advance of the Meeting. The Corporation remains mindful of the well-being of our Shareholders and their families, our industry partners and other stakeholders. The Corporation currently intends on holding an in-person shareholder meeting, with the ability to participate virtually. However, as COVID-19 is a rapidly evolving situation, the Corporation will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting, which may include potentially adjourning or postponing the Meeting. The Corporation will provide updates to any arrangements in respect of the Meeting by way of news release. Shareholders are encouraged to monitor the Corporation's website at www.willowbio.com or the Corporation's SEDAR profile at www.sedar.com, where copies of such news releases, if any, will be posted.

In order to ensure as many Common Shares as possible are represented at the Meeting, the Corporation strongly encourages registered Shareholders to complete the Form of Proxy and return it as soon as possible in accordance with the instructions outlined above (in bold). Shareholders who do not hold their Common Shares in their own name are strongly encouraged to complete the voting instruction forms received from their broker as soon as possible and to follow the instructions set out in the accompanying management information circular dated April 3, 2023 (the "**Information Circular**").

Shareholders may join the Meeting via webcast by following the below instructions. While the instructions will allow you to listen to the Meeting and ask questions, you will not be able to vote at the Meeting through the webcast, which is why the Corporation urges Shareholders to complete the Form of Proxy or other voting instruction form provided by your broker in accordance with the instructions outlined in the Information Circular.

The Information Circular relating to the business to be conducted at the Meeting accompanies this Notice.

Calgary, Alberta
April 3, 2023

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Trevor Peters"

Trevor Peters
Chairman of the Board