
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

ARBUTUS BIOPHARMA CORPORATION

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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ARBUTUS BIOPHARMA CORPORATION
701 VETERANS CIRCLE
WARMINSTER, PA 18974

Your **Vote** Counts!

ARBUTUS BIOPHARMA CORPORATION

2023 Annual General and Special Meeting

Vote by May 23, 2023

11:59 PM EDT



V08034-P87393

You invested in ARBUTUS BIOPHARMA CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual General and Special Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on May 24, 2023.**

Get informed before you vote

View the Notice, Proxy Statement/Circular and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 10, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 24, 2023
10:00 AM, EDT

Virtually at:
www.virtualshareholdermeeting.com/ABUS2023

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Voting Items	Board Recommendations						
<p>1. To elect six (6) director nominees named in the Proxy Statement/Circular, each to serve until the 2024 Annual General Meeting of Shareholders or until his qualified successor has been duly elected or appointed;</p> <p>Nominees:</p> <table border="0"><tr><td>01) Daniel Burgess</td><td>04) Keith Manchester, M.D.</td></tr><tr><td>02) William H. Collier</td><td>05) James Meyers</td></tr><tr><td>03) Richard C. Henriques</td><td>06) Frank Torti, M.D.</td></tr></table>	01) Daniel Burgess	04) Keith Manchester, M.D.	02) William H. Collier	05) James Meyers	03) Richard C. Henriques	06) Frank Torti, M.D.	✔ For All
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02) William H. Collier	05) James Meyers						
03) Richard C. Henriques	06) Frank Torti, M.D.						
<p>2. To approve an amendment to the Arbutus Biopharma Corporation 2016 Omnibus Share and Incentive Plan, as supplemented and amended, to (a) increase the aggregate number of common shares authorized for issuance thereunder by 3,500,000 common shares and (b) increase the aggregate number of common shares that may be issued pursuant to incentive stock options granted thereunder by 3,500,000 common shares;</p>	✔ For						
<p>3. To approve, on a non-binding advisory basis, the compensation of our named executive officers as disclosed in the Proxy Statement/Circular; and</p>	✔ For						
<p>4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.</p>	✔ For						
<p>NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.</p>							

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".