



HERITAGE CANNABIS  
Holdings Corp.

**HERITAGE CANNABIS HOLDINGS CORP.**  
929 Mainland Street  
Vancouver, British Columbia Canada V6B 1S3

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

You are receiving this notification as Heritage Cannabis Holdings Corp. (the “**Company**”) is using the notice and access procedures adopted by the Canadian Securities Administrators for electronic delivery of its Notice of Meeting and Information Circular for the Company’s August 9, 2019 Annual General and Special Meeting (the “**Meeting Materials**”) instead of mailing out paper copies. Under this delivery method, companies can, instead of mailing out paper copies, post their meeting materials on a website and send a notification to shareholders with access details.

This notification provides details of the date, time and place of the Annual General and Special Meeting, including the matters to be voted on, and instructions on how to access an electronic copy, or request a paper copy of the Meeting Materials. Accompanying this notice is a form of Proxy or Voting Instruction form.

**HOW TO ACCESS THE MEETING MATERIALS**

The Meeting Materials can be viewed online under the Company’s profile at [www.sedar.com](http://www.sedar.com) or on the Company’s website at <https://heritagecann.com/investors>.

You can obtain a paper copy of the Meeting Materials free of charge, by

1. calling the Company at 604-628-1767, or toll-free at 1-855-210-4851 (in Canada or the U.S.); or
2. sending an email to [info@heritagecann.com](mailto:info@heritagecann.com), by providing your name and mailing address.

If you wish to receive a paper copy of the Meeting Materials, they will be sent within three business days of your request, if such requests are made before the meeting date. To ensure you receive the material in advance of the voting deadline and meeting date, your request should be provided to the Company as soon as possible.

**MEETING DATE AND LOCATION**

The Annual General and Special Meeting of Shareholders will be held on Friday, August 9, 2019, at 10 o’clock a.m. (Pacific Time) at the offices of McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia Canada (the “**Meeting**”).

**MATTERS TO BE VOTED ON AT THE MEETING**

At the Meeting, shareholders will be asked to vote on the following:

1. **Fix Number of Directors** – To fix the number of directors at five;
2. **Election of Directors** – To elect directors of the Company for the ensuing year. At the Meeting, five individuals are proposed to be elected to the board. See “**Election of Directors**” as detailed in the Company’s Information Circular;
3. **Appointment of Auditors** – To re-appoint Morgan & Company LLP, Chartered Professional Accountants, as Auditors of the Company for the ensuing year. See “**Appointment of Auditors**” as detailed in the Company’s Information Circular;
4. **10% Rolling Share Option Plan** - To pass an ordinary resolution to approve the continuation of the Company’s 10% Rolling Share Option Plan, as more particularly described in the accompanying Information Circular;
5. **Fixed Restricted Share Unit Plan** - To pass an ordinary resolution to approve an increase in the number of shares to be reserved for issuance under the Company’s Fixed Restricted Share Unit Plan, as more particularly described in the accompanying Information Circular;
6. **Continuance to Ontario/By-Law No. 1** – To consider and, if thought fit, to pass a special resolution, with or without amendment approving the continuance of the Company out of the *Business Corporations Act* (British Columbia) into Ontario under the *Business Corporations Act* (Ontario), and in the process, to ratify, confirm and

approve the adoption of new By-Law No. 1 that includes advance notice provisions, as more particularly described in the accompanying Information Circular.

**VOTING**

**You cannot vote by returning this notice.**

To vote your securities you must vote online, by telephone, by fax or by mailing the enclosed Proxy or Voting Instruction Form for receipt by 10 o'clock a.m. (Pacific Time), on Wednesday, August 7, 2019 using the enclosed Business Reply Envelope.

If you ask for the Meeting Materials to be mailed to you, please note that another Proxy or Voting Instruction Form will not be sent; please retain your current one for voting purposes.

**Please review the Meeting Materials before voting.**

**QUESTIONS**

Shareholders with questions about Notice and Access can contact the Company at 604-628-1767 or through its toll-free number at 1-855-210-4851 (in Canada or the U.S.), or by email at [info@heritagecann.com](mailto:info@heritagecann.com).