



HERITAGE CANNABIS HOLDINGS CORP.
929 Mainland Street, Vancouver, British Columbia Canada V6B 1S3
Telephone: 604-628-1767 or Toll Free number: 1-855-210-4851

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders of **Heritage Cannabis Holdings Corp.** (the “**Company**”) will be held at the offices of McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia Canada, on **Friday, August 9, 2019**, at the hour of 10 o’clock a.m. Pacific Time, for the following purposes:

1. to table the audited financial statements of the Company for the fiscal year ended October 31, 2018 (with comparative statements relating to the preceding fiscal period) together with the report of the Auditors and the management’s discussion and analysis thereon;
2. to fix the number of Directors at five;
3. to elect Directors for the ensuing year;
4. to appoint the Auditors of the Company for the ensuing year;
5. 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;
6. 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; and
7. 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.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to, or variation of, any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders of record on the Company’s books at the close of business on June 18, 2019 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each common share is entitled to one vote.

The audited financial statements of the Company for the consolidated fiscal years ended October 31, 2018 and October 31, 2017, together with the report of the Auditor and the related management’s discussion and analysis thereon are available on www.sedar.com and copies of these documents will also be available at the Meeting.

All Registered Shareholders unable to attend the Meeting in person and who wish to ensure their Common Shares will be voted at the Meeting are asked to 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 Information Circular. To be effective, the Proxy must be duly completed and signed and then deposited with the Company’s registrar and transfer agent, Computershare Investor Services Inc., or voted via telephone, fax or via the internet (online) as specified in the Proxy, no later than 10 o’clock a.m., Pacific Time, on Wednesday, August 7, 2019.

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 Voting Instruction Form (“VIF”) provided to them by their intermediary, in order to cast their vote, or in order to notify the Company if they plan to attend the Meeting

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are asked to 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 Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form provided to them by their intermediary, and in the Information Circular, to ensure their Common Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account you are a non-registered shareholder.

Pursuant to section 238 of the *Business Corporations Act* (British Columbia) (“**BCBCA**”), shareholders are entitled to exercise rights of dissent in respect of the proposed Continuance and require the Corporation to purchase all of their Shares in respect of which the notice of dissent was given. Holders of shares wishing to dissent with respect to the Continuance must send a written objection to the Company’s legal counsel, McMillan LLP, 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia Canada V6E 4N7 Attention: Desmond M. Balakrishnan, prior to the time of the Meeting, such that the written objection is received no later than 10 o’clock a.m. (Pacific Time) on Wednesday, August 7, 2019 or by 10 o’clock a.m. (Pacific Time) on the day that is at least two days prior to the date on which any adjournment of the Meeting is held, in order to be effective. This right of dissent is described in more detail in the Information Circular and the text of sections 237 to 247 of the BCBCA is reproduced in Schedule “B” thereto.

Failure to strictly comply with the requirements set forth in sections 237 to 247 of the BCBCA in respect of the Continuance Resolution may result in the loss of any right of dissent. Persons who are beneficial owners of Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered holders of such shares are entitled to dissent. Accordingly, a beneficial owner of shares desiring to exercise the right of dissent must make arrangements for the shares beneficially owned to be registered in their name prior to the time the notice of dissent to the Continuance Resolution as aforesaid is required to be received by the Company or, alternatively, make arrangements for the registered holder of such shares to dissent on their behalf.

DATED at Vancouver, British Columbia, June 24, 2019.

BY ORDER OF THE BOARD

(Signed) “*Clinton Sharples*”

Clinton Sharples
President and Chief Executive Officer