



HERITAGE CANNABIS HOLDINGS CORP.
77 Bloor Street West Suite 600, Toronto, Ontario Canada, M5S 1M2

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

You are receiving this notification (this “**Notice**”) 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 (“**Notice of Meeting**”) and information circular (“**Information Circular**”) and collectively with the Notice of Meeting, the “**Meeting Materials**”) for the Company’s April 16, 2020 annual general and special meeting (the “**Meeting**”) of the shareholders of the Company 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 Notice provides details of the date, time and place of the 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 (“**Proxy**”) or voting instruction form (“**VIF**”).

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, as well as the instructions found in the Information Circular, in order to cast their vote, or in order to notify the Company if they plan to attend the Meeting.

HOW TO ACCESS THE MEETING MATERIALS

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

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

1. calling the Company at 905-232-4709, or toll-free at 1-888-940-5925 (in Canada or the U.S.); or
2. sending an email to info@heritagecann.com, and 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 Meeting Materials in advance of the voting deadline and the Meeting date, your request should be provided to the Company as soon as possible.

MEETING DATE AND LOCATION

The Meeting will be held on Thursday, April 16, 2020, at 1 o’clock p.m. (Eastern Standard Time) at the Yorkville Conference Centre, 150 Bloor Street West, Suite 201, Toronto, Ontario, Canada M5S 2X9.

MATTERS TO BE VOTED ON AT THE MEETING

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

1. **Number of Directors** – to consider, and if deemed advisable, to pass, a special resolution fixing the number of directors at four, and permitting the board of directors of the Company (the “**Board**”) to determine the number of directors on the Board from time to time within the minimum and the maximum number set in the Company’s articles of continuance, by a resolution of the directors, subject to the limitations set out in the *Business Corporations Act* (Ontario). See “**Number of Directors**” as detailed in the Company’s Information Circular;
2. **Election of Directors** – to elect directors of the Board for the ensuing year. At the Meeting, four individuals are proposed to be elected to the Board. See “**Election of Directors**” as detailed in the Company’s Information Circular; and
3. **Appointment of Auditors** – To re-appoint MNP 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.

VOTING

You cannot vote by returning this Notice.

To vote your securities you must vote online, by telephone, by fax or by mailing the form of proxy or VIF for receipt by 1 o'clock p.m. (Eastern Standard Time), on Tuesday, April 14, 2020 using the enclosed Business Reply Envelope.

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

Please review the Meeting Materials before voting.

QUESTIONS

Shareholders with questions about this Notice or notice and access procedures can contact the Company at 905-232-4709 or through its toll-free number at 1-888-940-5925 (in Canada or the U.S.), or by email at info@heritagecann.com.