



HERITAGE CANNABIS
Holdings Corp.

HERITAGE CANNABIS HOLDINGS CORP.

77 Bloor Street West Suite 600, Toronto, Ontario Canada, M5S 1M2

Telephone: 905-232-4709 or Toll-Free Number: 1-888-940-5925

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the shareholders of **Heritage Cannabis Holdings Corp.** (the “**Company**”) will be held at the Yorkville Conference Centre, 150 Bloor Street West, Suite 201, Toronto, Ontario, Canada M5S 2X9, on **Thursday April 16, 2020**, at the hour of 1 o’clock p.m. Eastern Standard Time, for the following purposes:

1. to table the audited financial statements of the Company for the fiscal year ended October 31, 2019 (with comparative statements relating to the preceding fiscal period) together with the report of the Auditor (as defined below) and the management’s discussion and analysis thereon;
2. to consider, and if deemed advisable, to pass, a special resolution fixing the number of directors at four, and permitting the board of directors (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);
3. to elect directors to the Board for the ensuing year; and
4. to re-appoint the auditors of the Company for the ensuing year (the “**Auditor**”).

An information circular (“**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 February 26, 2020 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each common share of the Company is entitled to one vote (the “**Common Shares**”).

The audited financial statements of the Company for the consolidated fiscal years ended October 31, 2019 and October 31, 2018, together with the report of the Auditor and the related management’s discussion and analysis thereon are available on www.sedar.com.

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 (the “Proxy”), and deliver it in accordance with the instructions set out in the 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 1 o’clock p.m., Eastern Standard Time, on Tuesday, April 14, 2020.

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, 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.

DATED at Toronto, Ontario, February 28, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*Clinton Sharples*”

Clinton Sharples
President and Chief Executive Officer