



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, 2021 virtual 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 ethomas@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 Friday, April 16, 2021, at 1:00 p.m. (Eastern Standard Time). All participants will be required to register online using the registration link <http://agm.heritagecann.com> by April 14, 2021. The registration link will be open on March 5, 2021 and will close April 14, 2021. Upon registration participants will receive a link via email with instructions for how to join the Meeting.

MATTERS TO BE VOTED ON AT THE MEETING

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

1. **Election of Directors** – to elect directors of the Board 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 management information circular of the Company dated March 1, 2021 (the “**Information Circular**”);
2. **Appointment of Auditors** – To appoint Davidson & 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;
3. **Share Consolidation** – to consider and, if deemed appropriate, approve with or without amendment, a special resolution approving an amendment to the articles of incorporation of the Company to consolidate all of the issued and outstanding common shares of the Company (the “**Common Shares**”) on the basis of the Consolidation Ratio (as that term is defined in the Information Circular) with the final ratio to be determined by the board of directors of the Company. See “*Share Consolidation*” in the Information Circular; and
4. **Increase Number of Fixed Restricted Share Unit Plan** – to pass an ordinary resolution of disinterested shareholders to approve an increase in the number of shares to be reserved for issuance under the Company’s RSU

Plan (as that term is defined in the Information Circular). See “*Increase Number of Fixed Restricted Unit Plan*” in the 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 1:00 p.m. (Eastern Standard Time), on Wednesday, April 14, 2021 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 wishing to have a question addressed at the Meeting can submit questions in advance to ethomas@heritagecann.com. The Company is committed to addressing appropriate questions submitted by shareholders after the Meeting has adjourned. 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 ethomas@heritagecann.com