



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 MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders of **Heritage Cannabis Holdings Corp.** (the “**Company**”) will be held at 20 Holly St., Suite 300, Toronto, ON M4S 3B1 on Wednesday, June 7, 2023, at the hour of 10:00 a.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, 2022 (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 elect directors to the board of directors of the Company for the ensuing year; and
3. to appoint the auditors of the Company for the ensuing year (the “**Auditor**”).

The 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 April 26, 2023 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, 2022 and October 31, 2021, 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 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 10:00 a.m. Eastern Standard Time on Monday, June 5, 2023.

If a shareholder holds his or her Common Shares in a brokerage account, he or she is 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 May 4, 2023

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*David Schwede*”

David Schwede
President and Chief Executive Officer