



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 virtual annual general and special meeting (the “**Meeting**”) of the shareholders of **Heritage Cannabis Holdings Corp.** (the “**Company**”) will be held on Friday April 16, 2020, at the hour of 1:00 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, 2020 (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;
3. to appoint the auditors of the Company for the ensuing year (the “**Auditor**”);
4. 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 management information circular of the Company dated March 1, 2021 (the “**Information Circular**”)) with the final ratio to be determined by the board of directors of the Company; and
5. to pass an ordinary resolution to approve an increase in the number of shares to be reserved for issuance under the Company’s RSU Plan, as more particularly described in the accompanying Information Circular.

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 February 22, 2021 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, 2020 and October 31, 2019, 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 1:00 p.m., Eastern Standard Time, on Wednesday, April 14, 2021.

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.

To mitigate risks related to the evolving global COVID-19 public health emergency, the Company is holding a meeting in a virtual-only format and providing access to the Meeting virtually. Shareholders will have an equal opportunity to attend the Meeting online regardless of geographic location. Registered shareholders and proxyholders will be able to attend the virtual meeting and vote. Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as a guest, but will not be able to vote at the Meeting. This is because the Company and its transfer agent, do not have a record of the non-registered shareholders, and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder.

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.

We strongly encourage shareholders to vote in advance of the Meeting with the instructions provided in the Information Circular.

DATED at Toronto, Ontario, March 1, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Clinton Sharples*"

Clinton Sharples
President and Chief Executive Officer