



**CANNAMERICA BRANDS**

**CannAmerica Brands Corp.**  
16<sup>th</sup> Floor – 595 Burrard Street  
Vancouver, British Columbia  
V7X 1L4  
Telephone: 1-314-495-4589

**NOTICE OF ANNUAL GENERAL MEETING**

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of CannAmerica Brands Corp. (the “**Corporation**”) will be held at the 10<sup>th</sup> Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5 on Wednesday, February 13, 2019, at the hour of 11:00 a.m. Pacific Standard Time for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended March 31, 2018 and the accompanying report of the auditors;
2. to set the number of directors of the Corporation at five (5);
3. to elect Dan Anglin, Frank Falconer, Nitin Kaushal, Jordan Crockett and Patrick Gray as directors of the Corporation;
4. to appoint Dale Matheson Carr-Hilton Labonte, LLP, Chartered Professional Accountants, as the auditors of the Corporation for the fiscal year ending March 31, 2019 and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors for the fiscal year ending March 31, 2019;
5. to consider and, if thought fit, to pass an ordinary resolution approving the implementation by the Corporation of a stock option plan, as more particularly described in the accompanying management proxy circular (the “**Management Proxy Circular**”);
6. to consider and, if thought fit, to approve an ordinary resolution confirming, ratifying and approving the Corporation's Advance Notice Policy, as more particularly described in the accompanying Management Proxy Circular; and
7. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

This Notice of Meeting is accompanied by a Management Proxy Circular which provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of this Notice of Meeting. Also accompanying this Notice of Meeting is either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders.

The Corporation’s board of directors has fixed January 14, 2019 as the record date (the “**Record Date**”) for determining Shareholders entitled to receive notice of, and to vote at the Meeting and any postponement or adjournment of the Meeting, except to the extent that a Shareholder has transferred any of the Corporation’s common shares after that date and the new holder of such common shares establishes proper ownership and requests, not later than 10 days before the date of the Meeting, that his or her name be included in the list of Shareholders eligible to vote at the Meeting and any postponement or any adjournment thereof.

DATED at Vancouver, British Columbia, this 21<sup>st</sup> day of January, 2019.

By Order of the Board of Directors of  
**CANNAMERICA BRANDS CORP.**

*“Dan Anglin”*

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Dan Anglin  
President and Chief Executive Officer

*Whether or not you expect to attend the Meeting or any postponement or adjournment thereof, **PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE OR VOTE BY PROXY USING THE TELEPHONE OR INTERNET BY FOLLOWING THE INSTRUCTIONS PROVIDED IN THE ACCOMPANYING FORM OF PROXY.** To be effective, proxies must be received by National Issuer Services Ltd. by 11:00 a.m. Pacific Standard Time on Monday, February 11, 2019.*

*If you are a non-registered shareholder and receive these materials through your broker, institution, participant, trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the Income Tax Act (Canada) or a nominee of any of the foregoing that holds your securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by the Intermediary. Failure to do so may result in your common shares not being eligible to be voted by proxy at the Meeting. Your promptness in returning the proxy will assist in the expeditious and orderly processing of proxies and will ensure that your common shares are represented. Please note that registered shareholders of the Corporation may vote in person at the Meeting and any postponement or any adjournment thereof even if you have previously returned the proxy. Proxies will be counted and tabulated by National Issuer Services Ltd., the Corporation’s registrar and transfer agent in such a manner as to protect the confidentiality of how a particular shareholder votes except where they contain comments clearly intended for management, in the case of a proxy contest, or where it is necessary to determine the proxy’s validity or to permit management and the board of directors to discharge their legal obligations to the Corporation or its Shareholders.*