

MUSTGROW BIOLOGICS CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual General and Special Meeting (the "**Meeting**") of the Shareholders of MUSTGROW BIOLOGICS CORP. (the "**Corporation**") will be held at June 25, 2020 by way of a virtual setting, and those interested in attending can find the details to attend below:

Virtual AGM Details:

Date: June 25, 2020
Time: 10:00 a.m. (Saskatoon Time)
Participant (toll-free): **877-407-2991**
Participant (toll): **201-389-0925**
Webcast: <https://78449.themediaframe.com/dataconf/productusers/mbc/mediaframe/38391/index1.html>

for the following purposes:

1. To receive the audited financial statements of the Corporation for the fiscal year ending December 31, 2019, together with the Auditor's Report thereon.
2. To fix the number of directors to be elected at the Meeting at six (6).
3. To elect the board of directors of the Corporation to serve until the next annual meeting of the Corporation or until their successors are duly elected or appointed.
4. To appoint Ernst & Young LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix the auditor's remuneration.
5. To consider and, if deemed appropriate, to pass a resolution approving the Corporation's stock option plan as more particularly described in the Management Information Circular.
6. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Accompanying this Notice is an Information Circular dated May 25, 2020, a form of proxy or voting instruction form and a reply card for use by shareholders who wish to receive the Corporation's interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Saskatoon, Saskatchewan, this 25th day of May, 2020.

BY ORDER OF THE BOARD

Corey Giasson

Corey Giasson, *Chief Executive Officer*