



NOTICE OF ANNUAL GENERAL and SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares in the capital of CannAmerica Brands Corp. (the “**Corporation**”) will be held at Suite 500, 666 Burrard Street, Vancouver, British Columbia, V6C 3P6 on Thursday, December 17, 2020, at the hour of 11:00 a.m. PST for the following purposes:

1. to receive the consolidated audited financial statements of the Corporation for the year ended March 31, 2020 together with the report of the auditors thereon;
2. to appoint Manning Elliott, LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors as more fully described in the section entitled “Appointment of Auditor” in the accompanying management proxy circular (the “**Management Proxy Circular**”);
3. to fix the number of directors of the Corporation at three (3);
4. to elect directors for the ensuing year;
5. to consider and, if thought fit, to pass an ordinary resolution providing the required annual approval of the Corporation’s 2018 Incentive Stock Option Plan, as more particularly described in the accompanying Management Proxy Circular; and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Management Proxy Circular accompanying this Notice of Meeting 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.

Out of necessary caution, to proactively deal with the unprecedented public health impact of COVID-19, and to mitigate risks to the health and safety of our communities, shareholders, directors, employees and other stakeholders, Management encourages shareholders and others to vote by proxy in order to avoid physical attendance.

Given the need for risk management in respect of COVID-19, the Corporation asks that anyone planning to attend the Meeting in person advise the Company at kathy@cannamericabrands.com. To ensure the health and safety of all attendees, the Corporation reserves the right to take any additional cautionary measure deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic, including limiting the number of persons who may be allowed in a single room for the Meeting to allow for required social distancing, or any other measures that may be recommended by public health authorities in connection with gatherings of persons.

Shareholders are encouraged to vote by proxy, by mail, by telephone or on the Internet, in advance of the deadline set forth in the Management Proxy Circular. See “Proxies and Voting Rights – How to Vote”. The Corporation is not aware of any items of business to be brought before the Meeting other than those described in the Management Proxy Circular.

The directors of the Corporation have fixed November 9, 2020 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 12th day of November 2020.

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

“Dan Anglin”

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 Securities Administrators Ltd. by 11:00 a.m. PST on Tuesday, December 15, 2020.

*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 Securities Administrators 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.*