

VENTURA CANNABIS AND WELLNESS CORP.
800 W. 6th Street, Suite 1415
Los Angeles, California
90017
Phone: (360) 314-4294

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of shareholders of Ventura Cannabis and Wellness Corp. (the "**Company**") will be held at 26565 Agoura Road, Suite 200, Calabasas, CA 91302 on Thursday, April 18, 2019 at 4:30 p.m. (PST) for the following purposes:

1. TO receive the audited financial statements of the Company for the fiscal year ended February 28, 2018 together with the auditor's report thereon;
2. TO fix the number of directors to be elected for the ensuing year at four;
3. TO elect the board of directors of the Company for the ensuing year;
4. TO appoint Frucci and Associates as the auditor of the Company to hold office until the close of the next annual general meeting of shareholders of the Company, and to authorize the directors of the Company to fix the auditor's remuneration;
5. TO pass an ordinary resolution, substantially in the form of the resolution described in the information circular, approving the Company's proposed change of business; and
6. TO transact such further and other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

The Directors have fixed the close of business on March 18, 2019 as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy. A shareholder who is unable to attend the meeting in person and who wishes to ensure that their shares will be voted at the Meeting, is required to complete, date and execute the enclosed form of Proxy and deliver it to the Corporation's transfer agent: **Odyssey Trust Company, Proxy Department of 350 – 300 5th Avenue SW, Calgary, Alberta, T2P 3C4** by hand or by mail in accordance with the instructions set out in the form of Proxy and Information Circular.

DATED this 18th day of March, 2019.

BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY

"Jacob Gamble"
Jacob Gamble,
Chief Executive Officer