



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Cannabis Growth Opportunity Corporation (the “**Corporation**”) will be held at 1751 Wentworth Street, Unit 16, Whitby, Ontario, Canada, L1N 8V5 on Thursday, April 30, 2020 at 10:00 a.m. (Eastern time) for the following purposes:

1. to present the audited consolidated financial statements of the Corporation for the year ended October 31, 2019, together with the report of the auditors thereon;
2. to re-appoint MNP LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix its remuneration;
3. to elect directors of the Corporation to hold office until the next annual meeting of Shareholders or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution authorizing certain amendments to the Corporation’s By-Law No. 1 to update the Corporation’s investment objectives, to add advanced notice provisions with regards to the election of directors and other housekeeping amendments, as more particularly described in the accompanying management information circular dated March 31, 2020 (the “**Circular**”);
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing an amendment to the Corporation’s By-Law No. 1 to remove the investment restriction prohibiting the Corporation from investing more than 40% of its total assets in securities of private issuers, as more particularly described in the accompanying Circular;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing an amendment to the Corporation’s By-Law No. 1 to remove the investment restriction prohibiting the Corporation from investing more than 10% of its total assets in securities of any single issuer, as more particularly described in the accompanying Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing an amendment to the Corporation’s By-Law No. 1 to remove the investment restriction prohibiting the Corporation from borrowing money or employing any other forms of leverage greater than 25% of the value of the Corporation’s public portfolio, as more particularly described in the accompanying Circular;
8. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing an amendment to the articles of incorporation of the Corporation to reduce the

maximum number of directors of the Corporation from ten to six, as more particularly described in the accompanying Circular;

9. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing an amendment to the articles of incorporation of the Corporation to change the name of the Corporation as the board of directors of the Corporation (the “**Board**”) may determine, in its sole discretion, as more particularly described in the accompanying Circular; and
10. to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

This notice of meeting (the “**Notice of Meeting**”) is accompanied by the Circular and a form of proxy (the “**Form of Proxy**”), which should be read in conjunction with this Notice of Meeting.

**The Corporation may supplement, update or amend the Circular after the date hereof and prior to the Meeting by filing a press release or a material change report with a securities commission or similar authority in Canada that specifically states that it is intended to supplement, update or amend the Circular.**

Shareholders may attend the Meeting in person or may be represented by proxy. Shareholders unable to attend the Meeting or any adjournment(s) thereof in person are requested to date, sign and return the enclosed Form of Proxy to the attention of the Proxy Department of Odyssey Trust Company at 25 Adelaide Street East, Suite 1717, Toronto, Ontario, Canada, M5C 3A1. To be effective, a proxy must be received not later than 10:00 a.m. (Eastern time) on April 28, 2020, or in the event that the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) immediately preceding any adjournment(s) or postponement(s) thereof. Instead of mailing your proxy, Shareholders may choose to vote using the Internet in accordance with the instructions set out in the Form of Proxy.

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of COVID-19, and to mitigate the risks to the health and safety of our communities, shareholders, employees and other stakeholders, although we plan to hold an in-person meeting, **we strongly recommend that you DO NOT attend the Meeting in person.** Unlike other years, we intend to quickly deal with the business at hand and there will be no refreshments or additional presentations at the Meeting. COVID-19 is causing unprecedented social and economic upheaval and we want to ensure that no one is unnecessarily exposed to any risks. Your participation at the Meeting is still important to us and we therefore encourage you to complete and return your Form of Proxy or the voting instruction form (the “**VIF**”) you receive from your nominee, if you are a beneficial Shareholder, in accordance with the instructions in the accompanying Circular to ensure that your votes are counted.

The Board has fixed the close of business on March 26, 2020, as the record date for the determination of the Shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment or postponement thereof. Only Shareholders of record at the close of business on March 26, 2020 will be entitled to vote at the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion. The Chairman is under no obligation to accept or reject any particular late proxy.

If you vote by the Internet, do not mail back your proxy. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the management nominees named on the Form of Proxy.

Non-registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a VIF.

Copies of this Notice of Meeting, the Circular, the Form of Proxy, and the audited consolidated financial statements are filed under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The Circular contains details of matters to be considered at the Meeting. **Please review the Circular before voting.**

**DATED** at Toronto, this 31<sup>st</sup> day of March, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF CANNABIS GROWTH OPPORTUNITY  
CORPORATION**

*“Sean Conacher”*

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**Sean Conacher**  
Director & Chief Executive Officer