

**ENTHEOS CAPITAL CORP.**

**NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING  
OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual and special general meeting (the “**Meeting**”) of shareholders of ENTHEOS CAPITAL CORP. (the “**Company**”) will be held virtually, on Thursday, July 29, 2021, at the hour of 11:00 a.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended December 31, 2020, together with the report of the auditors thereon;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect directors of the Company for the ensuing year;
4. To appoint Smythe LLP, Chartered Professional Accountants, as auditors for the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. To consider and, if thought fit, pass, with or without variation, an ordinary resolution (the “**Change of Business Resolution**”), to be approved by a majority of the minority shareholders of the Company, approving the purchase and sale of the BC Bud Corporation (the “**Target**”) and the resulting change in direction of the Company’s business from being an inactive financial services issuer to that of an industrial issuer (the “**Transaction**”), the full text of which resolution is set out in Schedule “D” to the Circular, all as more particularly described in the Circular;
6. To consider and if thought fit, approve an ordinary resolution (the “**Delisting Resolution**”), to be approved by a majority of the disinterested shareholders of the Company, approving the voluntary delisting of the Company’s common shares from the NEX immediately prior to the completion of the Change of Business, the full text of which resolution is set out in Schedule “E” to the Circular,
7. To consider and if thought fit, approve an ordinary resolution ratifying and approving the renewal of the Company’s 10% rolling stock option plan; and
8. To consider other matters, including without limitation such amendments or variations to any of the foregoing resolutions, as may properly come before the Meeting or any adjournment thereof.

In order to become effective, the Change of Business Resolution and the Delisting Resolution must be approved by (a) a simple majority of the votes cast by the shareholders of the Issuer, present in person or by proxy, at the Meeting and (b) a majority of the votes cast by minority shareholders of the Company, present in person or by proxy, at the Meeting. The Transaction will be completed pursuant to a share exchange agreement between the Company, the Target and its shareholders dated March 15, 2021, a copy of which is available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Details of the Transaction and its effects, as well as information concerning the Target and proposed resulting issuer following the Transaction are contained in the Circular, and reference should be made to that document for complete information.

In light of the ongoing public health concerns related to COVID-19, and based on government recommendations to avoid large gatherings, the Company will not be permitting attendance in person. Shareholders are urged to vote on the matters before the Meeting by proxy and to listen to the Meeting online. Registered shareholders or proxyholders representing registered shareholders participating in the Meeting virtually will be considered to be present in person at the Meeting for the purposes of determining quorum. Non-registered shareholders who have not duly appointed themselves as a proxyholder will be able to attend the Meeting as a guest but will not be able to vote at the Meeting.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is May 31, 2021 (the "Record Date"). Only holders of record of common shares of the Company ("Shares") at the close of business on the Record Date will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment or postponement thereof.

The form of proxy accompanies this notice of Meeting. The audited financial statements, auditors' report and management's discussion and analysis of the Company have been delivered to those shareholders who indicated to the Company that they wished to receive copies of same.

Shareholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. Shareholders wishing to vote in person will need to utilize the Zoom application, but any shareholder may listen to the Meeting via teleconference. Shareholders participating via teleconference will not be able to vote in person at the Meeting as the Company's scrutineer must take steps to verify the identity of shareholders or proxyholders using the video features.

In order to dial into the Meeting, shareholders will phone 1-778-907-2071 and enter the Meeting ID and Password noted below.

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link:

<https://us02web.zoom.us/j/81392116378?pwd=UzR6UEVhV2VQYURWMWdnV2ozKzNRQT09>

Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 813 9211 6378

Password: 651880

Your vote is important regardless of the number of Shares that you own. Shareholders who are unable to attend the Meeting are asked to sign, date and return the enclosed form of proxy relating to the Shares held by them in the envelope provided for that purpose.

To be effective, the proxy must be duly completed and signed and then deposited by mail to of Computershare Investor Services (Attention: Proxy Department) at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, in the enclosed self-addressed envelope, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. An instrument of proxy may also be voted using a touch-tone telephone at 1-866-732-VOTE (8683). Alternatively, a registered shareholder can complete internet voting by logging on at [www.investorvote.com](http://www.investorvote.com) and entering the CONTROL NUMBER located on the address box of the shareholder's instrument of proxy.

DATED at Vancouver, British Columbia, this 21st day of June, 2021.

**ENTHEOS CAPITAL CORP.**

**By Order of the Board**

*"Brayden Sutton"*

Brayden Sutton,  
President and Chief Executive Officer