

CBD MED RESEARCH CORP.
#810- 675 W. Hastings Street
Vancouver, BC V6B 1N2
Telephone: 604-802-7551

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TAKE NOTICE that the 2015 Annual General and Special Meetings of the Shareholders of CBD MED Research Corp. (hereinafter called the "Company") will be held at Suite 810-675 West Hastings Street, Vancouver, British Columbia V6B1N2, on Thursday October 15, 2015 at the hour of 2:00 o'clock in the forenoon (local time) for the following purposes:

1. to receive the Report of the Directors and to receive the financial statements of the Company for its fiscal year ended December 31, 2014, and the report of the Auditors thereon;
2. to fix the number of directors;
3. to re-appoint Auditors for the ensuing year and to authorize the Directors to fix their remuneration;
4. to elect directors;
5. to consider and approve a transfer from the TXV Venture Exchange to the Canadian Securities Exchange;
6. to consider and approve a change of business;
7. to ratify and approve the existing Stock Option Plan; and
8. to transact such other business as may properly come before the Meeting.

Accompanying this Notice are an Information Circular and Form of Proxy.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting, or any adjournment thereof in person, please read the Notes accompanying the Form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. The enclosed Form of Proxy is solicited by Management but, as set out in the Notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED this 14th day of September, 2015.

BY ORDER OF THE BOARD OF DIRECTORS
OF
CBD MED RESEARCH CORP.

"Gary F. Zak"

GARY F. ZAK

Chief Executive Officer