

CBD MED RESEARCH CORP.

#1200 – 750 West Pender Street
Vancouver, British Columbia
Canada V6B 1N2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting of shareholders (the “**Meeting**”) of CBD Med Research Corp. (the “**Company**”) will be held at the offices of Morton Law LLP located at Suite 1200, 750 West Pender Street, Vancouver, British Columbia, Canada on Wednesday, October 24, 2018 at 1:30 p.m. (Vancouver time) for the following purposes:

1. to receive and consider the audited annual financial statements of the Company for the fiscal years ended December 31, 2016 and December 31, 2017 and the auditor’s report thereon;
2. to fix the number of directors of the Company at five (5) for the ensuing year;
3. to elect directors for the ensuing year;
4. to appoint MNP LLP as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and if thought advisable, to pass, with or without variation, a resolution to authorize and approve the Company to voluntarily delist its common shares from the TSX Venture Exchange and to apply to list the Company’s common shares on the Canadian Securities Exchange, as more particularly described in the information circular accompanying this notice;
6. to consider and if thought advisable, to pass, with or without variation, a resolution to adopt new articles for the Company which would replace the Company’s current articles, as more particularly described in the information circular accompanying this notice;
7. to approve and adopt a stock option plan for the ensuing year, as more particularly described in the information circular accompanying this notice; and
8. to transact any other business which may properly come before the Meeting, or any adjournment thereof.

Accompanying this notice of meeting is the information circular, a form of proxy or voting instruction form, and a form whereby shareholders can request to be added to the Company’s supplemental mailing list. The information circular provides additional information relating to the matters to be addressed at the Meeting, and forms part of this notice.

The board of directors have fixed the close of business on September 17, 2018 as the record date for determining the shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting in person, please date, sign, and return the enclosed form of proxy in accordance with the instructions set out in the notes to the proxy and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 17th day of September, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

“Gary F. Zak”

Chief Executive Officer

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.