

RED LIGHT HOLLAND CORP.

NOTICE OF ANNUAL AND GENERAL MEETING TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and general meeting (the “**Meeting**”) of shareholder (the “**Shareholders**”) of Red Light Holland Corp. (the “**Company**”) will be held at 1 Adelaide Street East, Suite 801 Toronto, Ontario M5C 2V9, on Monday, November 30th, 2020 at 11:00 a.m. (Toronto time). Shareholders may attend the Meeting in person (or by a duly appointed proxy). The Meeting will be held for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal years ended March 31, 2020 and March 31, 2019, and the report of the auditor thereon;
2. to elect directors of the Company for the ensuing year;
3. to re-appoint McGovern Hurley LLP Chartered Professional Accountants as auditor of the Company for the ensuing year and to authorize the board of directors of the Company (the “**Board**”) to fix the auditor’s remuneration;
4. to consider and, if deemed appropriate, to pass an ordinary resolution re-approving the 10% rolling Stock Option Plan of the Company, as more particularly set forth in the Management Information Circular (the “**Circular**”);
5. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Circular.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

If you require assistance with voting your common shares, please contact your financial, legal, tax or other professional advisors.

NOTE OF CAUTION CONCERNING COVID-19 OUTBREAK

At the date of this notice of Meeting and the accompanying Circular it is the intention of the Company to hold the Meeting at the location stated above in this notice of Meeting. We are continuously monitoring development of current coronavirus (COVID-19) outbreak (“**COVID-19**”). In light of the rapidly evolving public health guidelines related to COVID-19, we ask Shareholders to consider voting their shares by proxy and not attend the meeting in person. Those Shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. We ask that Shareholders also review and follow the instructions of any regional health authorities of the Province of Ontario, and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the fourteen (14) days immediately prior to the Meeting. All

Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Circular accompanying this notice of Meeting.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the fourteen (14) days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will not prepare or mail amended Meeting proxy materials.

DATED at Toronto, Ontario, this October 29th, 2020.

By order of the Board of Directors

signed "Todd Shapiro"

Todd Shapiro, Director and Chief Executive Officer