



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF
MOLECULE HOLDINGS INC.**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders (“**Shareholders**”) of Molecule Holdings Inc. (“**Molecule**” or the “**Corporation**”) will be held at 4:00 p.m. (Toronto time) on April 30, 2021 at the office of Positive Venture Group Inc. at 1400 St. Laurent Blvd. 5th Floor, Ottawa, Ontario, K1K 4H4, **and by telephone conference by calling in to the following toll-free number: 1 (888) 892-3255**, for the following purposes, more as described in the accompanying management information circular dated March 24, 2021 (the “**Circular**”):

1. to receive the consolidated financial statements of Molecule together with the auditor’s report thereon for the fiscal year ended October 31, 2020;
2. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to appoint McGovern Hurley LLP as the auditors of Molecule for the ensuing year and to authorize the directors of Molecule to fix their remuneration;
3. to fix the board of directors at five (5);
4. to elect the directors of Molecule for the ensuing year;
5. to consider and, if deemed advisable, to pass a special resolution allowing for the Corporation, pursuant to the *Canada Business Corporations Act* (“**CBCA**”) to amend its articles to change its registered office address from a location in the Province of Quebec to a location in the Province of Ontario (the “**Registered Office Resolution**”);
6. to consider and, if deemed advisable, to pass an ordinary resolution confirming Amended and Restated By-Law No. 1 to allow the Corporation to hold shareholder meetings solely using telephonic or other electronic means (the “**Virtual Meeting Resolution**”);
7. to consider and, if deemed advisable, to pass, an ordinary resolution confirming Amended and Restated By-Law No. 1 to recognize and permit electronic notices, communications and instruments subject to the CBCA, in order to allow the Corporation to rely on the “notice-and-access” mechanism for shareholder meetings, as defined in and pursuant to National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the “**Notice-and-Access Resolution**”); and
8. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The record date (the “**Record Date**”) for determination of shareholders entitled to receive notice of and to vote at the Meeting (the “**Shareholders**”) is the close of business on March 26, 2021. Only Shareholders whose names have been entered in the register of the shareholders of the Corporation at the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting. Each common share of the Corporation (the “**Shares**”) entitled to be voted on each resolution at the Meeting will entitle the Shareholder to one vote at the Meeting on all matters to come before the Meeting.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Ottawa, the shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the accompanying Circular dated March 24, 2021 of the Corporation.

Shareholders may call in to the Meeting at 1 (888) 892-3255, toll-free, at 4:00 p.m. (Toronto time) on April 30, 2021. Shareholders may also attend in person at 1400 St. Laurent Blvd. 5th Floor, Ottawa, Ontario, K1K 4H4, noting the above “COVID GUIDANCE”. Via the telephone meeting service provider, the Corporation will be able to note the attendance of all participants and will also allow for Shareholders to vote by a show of hands (or its equivalent by phone) unless a ballot is required or demanded during the Meeting as described in the attached Circular. It is recommended that shareholders call a few minutes prior to 4:00pm (Toronto time) in order to be recorded as present.

DUE TO THE LARGELY VIRTUAL NATURE OF THE MEETING, THE CORPORATION ENCOURAGES VOTES TO BE CAST BY PROXY IN ADVANCE OF THE MEETING AS INDICATED IN THIS NOTICE. If unable to attend and given the COVID19 Guidance, Shareholders are requested to vote only or date, sign, and return the accompanying form of proxy (the “Proxy”) for use at the Meeting or any adjournment thereof. To be effective, the Proxy must be received by the Corporation’s transfer agent, Computershare Trust Company of Canada: 100 University Ave. 8th Floor, Toronto, On, M5J 2Y1, not later than April 28, 2021 at 4:00 p.m. (Toronto time) or 48 hours (other than a Saturday, Sunday or holiday) prior to the time to which the Meeting may be adjourned. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline.

If a Shareholder receives more than one form of Proxy because such Shareholder owns Shares registered in different names or addresses, each form of Proxy should be completed and returned.

If you are a non-registered shareholder and have received these materials through your broker, custodian, nominee, or other financial intermediary, please complete and return the form of Proxy or voting instruction form provided to you by your broker, custodian, nominee, or other financial intermediary in accordance with the instructions provided therein.

The Proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of Molecule knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the accompanying Proxy are encouraged to review the Circular carefully before submitting the Proxy form. It is the intention of the persons named in the enclosed Proxy, if not expressly directed to the contrary in such proxy, to vote in favour of each respective resolution above.

DATED at Ontario this 24th day of March, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

“Andre Audet”

Andre Audet

Chairman