

## NOTICE AND ACCESS NOTIFICATION

### ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THC BIOMED INTL LTD. TO BE HELD ON FEBRUARY 25, 2020

This notification is being provided to the shareholders of **THC BIOMED INTL LTD.** (the “**Company**”) under the notice-and-access provisions for the delivery of meeting materials in respect of its annual general special meeting of shareholders to be held on February 25, 2020 (the “**Meeting**”). Under notice-and-access, instead of receiving printed copies of the Company’s information circular (the “**Circular**”) and, if requested, the consolidated financial statements for the year ended July 31, 2019 and Management’s Discussion and Analysis, the Company is providing shareholders this notice with information on how they may access the Meeting materials electronically. However, together with this notification, shareholders continue to receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery will help reduce paper use, printing and mailing costs.

#### DATE, TIME AND LOCATION OF MEETING

Date: Tuesday, February 25, 2020  
Time: 9:00 a.m. (Pacific Time)  
Location: Owen Bird Law Corporation, 29<sup>th</sup> Floor, 595 Burrard Street, Vancouver, BC V7X 1J5

#### MATTERS TO BE CONSIDERED AND/OR VOTED AT THE MEETING

##### 2019 Annual General and Special Meeting:

1. to receive the audited financial statements of the Company for the fiscal year ended July 31, 2019;
2. to appoint Baker Tilly WM LLP as the Company’s auditor for the fiscal year ending July 31, 2020 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
3. to set the number of directors of the Company at four (4);
4. to elect the directors of the Company to hold office until the next annual general meeting of Shareholders of the Company;
5. to approve the renewal of the Company’s 10% rolling stock option plan, as more particularly described in this accompanying Information Circular;
6. to adopt by ordinary resolution, the Company’s Director Nomination Policy, as more particularly described in this accompanying Information Circular;
7. to approve by special resolution the alteration of the Company’s Articles by adding the Director Nomination Provision to the Articles, as more particularly described in this accompanying Information Circular;
8. to ratify, confirm and approve the delay and postponement of the 2019 annual general and special meeting to the date of the Meeting;

##### 2018 Annual General and Special Meeting:

9. to receive the audited financial statements of the Company for the fiscal year ended July 31, 2018;

10. to ratify, confirm and approve the appointment of Baker Tilly WM LLP as the Company's auditor for the fiscal year ending July 31, 2019 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
11. to ratify, confirm and approve the election of the directors of the Company for the 2018 annual general and special meeting;
12. to ratify, confirm and approve the delay and postponement of the 2018 annual general and special meeting to the date of the Meeting;

**2017 Annual General and Special Meeting:**

13. to receive the audited financial statements of the Company for the fiscal year ended July 31, 2017;
14. to ratify, confirm and approve the appointment of Baker Tilly WM LLP as the Company's auditor for the fiscal year ending July 31, 2018 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
15. to ratify, confirm and approve the election of directors of the Company for the 2017 annual general and special meeting;
16. to ratify, confirm and approve the delay and postponement of the 2017 annual general and special meeting to the date of the Meeting; and,
17. to transact such other business as may properly come before the Meeting or any adjournment thereof.

**WEBSITES WHERE MEETING MATERIALS ARE POSTED**

Meeting materials can be viewed online under the Company's profile at [www.sedar.com](http://www.sedar.com) and also at <http://www.thcbiomed.com>

**SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.**

## **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Shareholders may request that paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests for paper copies of the Meeting materials should be received by the Company no later than February 12, 2020 to ensure timely receipt. Shareholders who wish to receive paper copies of the Meeting materials may request copies by emailing the Company at [info@thcbiomed.com](mailto:info@thcbiomed.com).

## **VOTING**

***PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.*** To vote your securities you must vote by telephone or online before February 21, 2020 at 9:00 a.m. Pacific Time. Please see the Proxy form for information needed to vote by telephone or online.

**Shareholders with questions about the notice-and-access provisions may contact the Company by email at [info@thcbiomed.com](mailto:info@thcbiomed.com) or toll free at 1-844-842-6337.**