

## GREEN SCIENTIFIC LABS HOLDINGS INC.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (“**Meeting**”) of the holders of Class A subordinate voting shares (“**Subordinate Voting Shares**”) and Class B multiple voting shares (“**Multiple Voting Shares**”) and, together with the Subordinate Voting Shares, the “**Shares**”) of Green Scientific Labs Holdings Inc. (the “**Company**” or “**GSL**”) will be held on May 31, 2023 at 10:00 a.m. (Toronto time). **The Meeting of the shareholders of the Company (“Shareholders”) will be held in person at the offices of Fasken Martineau DuMoulin LLP, Bay Adelaide Centre, 333 Bay Street, Suite 2400, Toronto, Ontario M5H 2T6.**

The Company has entered into a letter of intent (the “**LOI**”), and proposes to enter into a definitive asset purchase agreement (the “**Asset Purchase Agreement**”) with an arm’s length third party (the “**Purchaser**”), pursuant to which the Company will sell, transfer and convey to the Purchaser all of the Company’s right, title and interest in and to certain assets related to the Company’s Florida business, which represents the sale of all or substantially all of the assets of the Company (the “**Transaction**”), as more particularly described in the accompanying management information circular dated April 26, 2023 (the “**Circular**”).

The Meeting is being held for the following purposes (which are further described in the Circular):

1. to receive the audited annual consolidated financial statements of the Company for the financial year ended December 31, 2022, together with the report of the auditor’s thereon;
2. to elect the directors of the Company that will hold office until the next annual meeting of Shareholders. For more information, see “*Matters to be Acted Upon at the Meeting – Election of Directors*” in the Circular;
3. to appoint SRCO Professional Corporation (“**SRCO**”) as auditor of the Company until the next annual meeting of Shareholders at a remuneration to be fixed by the directors of the Company. For more information, see “*Matters to be Acted Upon at the Meeting – Appointment of Auditor*” in the Circular;
4. to consider and, if deemed advisable, pass, with or without variation, a special resolution (the “**Asset Sale Resolution**”), the full text of which is set out in Schedule “A” to the Circular, authorizing the sale of all of the Company’s right, title and interest in and to certain assets related to the Company’s Florida business pursuant to the LOI and the Asset Purchase Agreement in order to complete the Transaction, which represents the sale of all or substantially all of the assets of the Company pursuant to Section 301(1)(b) of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”). For more information, see “*Matters to be Acted Upon at the Meeting – Asset Sale*” in the Circular; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders should refer to the Circular for more detailed information with respect to the matters to be considered at the Meeting.

In order for the Transaction to proceed, the Asset Sale Resolution must be approved at the Meeting by not less than 66  $\frac{2}{3}$ % of the votes cast at the Meeting by holders of Subordinate Voting Shares and Multiple Voting Shares voting together as a class, present in person or represented by proxy and entitled to vote at the Meeting.

The board of directors of the Company (the “**Board**”) has determined that the Transaction is in the best interests of GSL and its Shareholders, and unanimously recommends that Shareholders vote **FOR** the Asset Sale Resolution. The determination of the Board is based on various factors described more fully in the accompanying Circular.

The Board has set the close of business on April 26, 2023 as the date of record (the “**Record Date**”) for determining the Shareholders who are entitled to receive notice of and vote at the Meeting. Only persons shown on the register of Shareholders at the close of business on the Record Date, or their duly appointed proxyholders, will be entitled to

receive notice of the Meeting and vote on the matters to be considered at the Meeting, including the Asset Sale Resolution.

A registered Shareholder (as defined in the Circular) may attend the Meeting or may be represented by proxy at the Meeting. All Shareholders are encouraged to attend the Meeting and to date, sign and return the accompanying instrument of proxy (“**Instrument of Proxy**”) for use at the Meeting or any adjournment or postponement thereof. To be effective, the Instrument of Proxy must be mailed so as to be received by or be deposited with Capital Transfer Agency, 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment or postponement thereof. **Shareholders may also confirm their proxy vote online at [www.capitaltransferagency.com/voteproxy](http://www.capitaltransferagency.com/voteproxy). Voting instructions are included within the Instrument of Proxy.**

If you are not a registered Shareholder of the Company and received this Notice of Meeting and the Circular through your broker or another Intermediary (an “**Intermediary**”, which include, among other entities and individuals, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans), please complete and return the accompanying Instrument of Proxy or Voting Instruction Form provided to you by such broker or other Intermediary, in accordance with the instructions provided therein.

Registered Shareholders have the right to dissent with respect to the Asset Sale Resolution. To exercise such right of dissent, (i) a written notice of dissent with respect to the Asset Sale Resolution from the registered Shareholder must be received by the Company at c/o Fasken Martineau DuMoulin LLP, Bay Adelaide Centre, 333 Bay Street, Suite 2400, Toronto, Ontario M5H 2T6, Attention: John Sabetti, no later than 10:00 AM (Toronto Time) on May 29, 2023, or, in the case of any adjournment or postponement of the Meeting, the date which is two business days prior to the date of the Meeting; and (ii) the registered Shareholder must have otherwise complied with the dissent procedures in the BCBCA.

A Shareholder’s right to dissent is more particularly described in the Circular and the text of Division 2 of Part 8 of the BCBCA set forth in Schedule “D” to the Circular. Failure to strictly comply with these requirements may result in the loss of any right of dissent. Persons who are beneficial owners of Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered Shareholders are entitled to dissent. Accordingly, a beneficial owner of Shares desiring to exercise the right to dissent must make arrangements for the Shares beneficially owned by such holder to be registered in such holder’s name prior to the time the written objection to the Asset Sale Resolution is required to be received by the Company or, alternatively, make arrangements for the registered Shareholder holding such Shares to dissent on behalf of the beneficial holder.

**The Circular, this Notice of Meeting, the Instrument of Proxy or Voting Instruction Form and the Company’s annual audited consolidated financial statements for the year ended December 31, 2022, and the related management’s discussion and analysis of financial condition and results of operations (collectively, the “Meeting Materials”) are available on the Company’s website ([www.greenscientificlabs.com](http://www.greenscientificlabs.com)) and under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders are reminded to review the Meeting Materials before voting.**

DATED this 26<sup>th</sup> day of April, 2023

BY ORDER OF THE BOARD OF DIRECTORS OF

(signed) “*Michael Richmond*”  
Interim Chief Financial Officer, Chairman and Director