

HEMPSANA HOLDINGS LTD.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF
SHAREHOLDERS TO BE HELD ON
JUNE 29, 2022**

HEMPSANA HOLDINGS LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Hempsana Holdings Ltd. (the “**Company**”) will be held at the offices of DSA Corporate Services Inc., 82 Richmond St E 4th Floor, Toronto, ON M5C 1P1, on JUNE 29, 2022 at 11:00 a.m. (Toronto time) for the following purposes:

1. To receive the audited annual financial statements of the Company for the year ended December 31, 2021, together with the report of the auditor thereon.
2. To reappoint MNP LLP 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.
3. To elect directors of the Company for the ensuing year.
4. To consider, and if deemed appropriate, with or without variation, a resolution by the disinterested shareholders approving the new equity incentive plan (the “**New Equity Incentive Plan**”), as more particularly described in the accompanying management information circular dated June 2, 2022, and prepared for the purpose of the Meeting (the “**Information Circular**”).
5. To transact such other business as may be properly brought before the Meeting or any postponement(s) or adjournment(s) 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 accompanying Information Circular.

Voting by Proxy

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting must complete, date and execute the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular. A proxy will not be valid unless it is deposited to Computershare Trust Company of Canada (“**Computershare**”), 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, or by facsimile at 416-263-9524 or 1-866-249-7775 by 11:00 a.m. (Toronto time) on June 27, 2022 or not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting or any adjournments or postponements thereof. Late proxies may be accepted or rejected by the chairman of the Meeting in his discretion, and the chairman is under no obligation to accept or reject any particular late proxy.

Unregistered Shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the Information 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.

COVID-19

Amid ongoing concerns about the Coronavirus Disease 2019 (COVID-19) pandemic, the Company remains mindful of the well-being of the Shareholders and their families, and the Company’s industry partners and other stakeholders. In light of current provincial recommendations regarding gatherings, and in view of current and potential future guidance regarding social distancing and further restrictions on gatherings, in order to ensure as many Common Shares as possible are represented at the Meeting, the Shareholders are strongly encouraged to carefully read the section entitled “Voting by Proxy”, above, and vote their Common Shares by duly completing and delivering a form of proxy or a voting instruction form, as applicable, in accordance with the instructions set out in the above section and in the Information Circular.

DATED at Toronto, Ontario, June 2, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ “*Randy Ko*”

Randy Ko
Chief Executive Officer and Director