

**CAPTOR CAPITAL CORP.
4 KING STREET WEST
SUITE 401
TORONTO, ONTARIO M5H 1B6**

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of the shareholders (the “**Meeting**”) of Captor Capital Corp. (the “**Corporation**”) will be held at 4 King Street West, Suite 401, Toronto, Ontario on, the 3rd day of August, 2018 at 10:00 a.m. (Toronto time) for the following purposes:

- (a) to elect directors for the ensuing year;
- (b) to appoint auditors and to authorize the directors to fix their remuneration;
- (c) to consider and, if thought advisable, pass a resolution confirming the Stock Option Plan of the Corporation;
- (d) to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, substantially in the form of the resolution set forth in the accompanying management information circular of the Corporation (the “**Circular**”), approving a change of business of the Corporation from a “investment issuer” to an issuer solely focused on owning, operating and investing in cannabis assets, as more particularly described in the Circular;
- (e) to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by a form of proxy and a management information circular.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representative as possible may be had at the Meeting. To be valid, the proxy must be received by TSX Trust Company before 10:00 a.m. (Toronto time) August 1, 2018 or delivered to the chairman on the day of the Meeting or any adjournment thereof.

DATED at Toronto, Ontario as of the 27th day of June, 2018.

BY ORDER OF THE BOARD

(signed) John Zorbas

John Zorbas
President