

MOUNTAIN VALLEY MD HOLDINGS INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares of Mountain Valley MD Holdings Inc. (“**MVMD**” or the “**Company**”) will be held on September 30th, 2020 at 4:30 p.m. EST **by telephone by calling in to 1 (888) 892-3255, toll-free, and if required by applicable laws (see for more information below)**, also in person at 260 Edgeley Blvd., Unit 4, Vaughan, ON, for the following purposes, as further described in the accompanying management information circular dated August 27th, 2020 (the “**Circular**”):

1. to receive the audited financial statements of the Company for the fiscal year ended March 31, 2020 and the reports of the auditors thereon;
2. to determine the number of directors and elect directors for the ensuing year;
3. to appoint MNP LLP as the auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration;
4. to approve the amended 10% rolling stock option plan of the Company, as more particularly described in the accompanying Circular; and
5. to transact such other business, including amendments to the foregoing, as may properly come before the Meeting or any adjournment or adjournments thereof.

This Notice of Meeting is accompanied by the Circular and either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders (collectively, the “**Meeting Materials**”). The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Circular. The Circular is deemed to form part of this Notice of Meeting. Please read the Circular carefully before you vote on the matters to be presented at the Meeting.

INFORMATION ABOUT THE MEETING

In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of its shareholders, employees, communities and other stakeholders, the Company wishes to emphasize its priority to decrease the health risks associated with the spread of COVID-19 and adhere to the laws, orders, and recommendations of Canadian public health officials and government authorities in the context of the Meeting.

On April 21, 2020, the Minister of Public Safety and Solicitor General of British Columbia published a temporary order under the Emergency Program Act (British Columbia) (Ministerial Order No. M116) (the “**Order**”). The Order provides that a corporate meeting (including a meeting of shareholders such as the Meeting) held solely by telephone or other communications medium is not required to have a physical location and is deemed to be held in British Columbia, provided certain conditions are met. The Order applies from April 21, 2020 until the date on which the last extension of the declaration of a state of emergency made on March 18, 2020 (the “**Declaration**”) expires or is cancelled, which is still in effect as at the date of this Notice of Meeting and Circular.

The Company intends to rely on this Order and hold the Meeting **BY TELEPHONE ONLY BY CALLING IN TO 1 (888) 892-3255 (TOLL-FREE)** provided that the Declaration is still in place on September 30, 2020. If the Declaration is no longer in place on September 30, 2020 and/or the Order is no longer applicable, the Company will officially hold the Meeting at its Ontario offices at 260 Edgeley Blvd., Unit 4, Vaughan, ON, pursuant to Articles of the Company, which all for shareholder meetings to be held outside of British Columbia. However, even in the event that the Order is not in effect, the Company strongly encourages that all

shareholders: a) consider not attending the Meeting in person but instead telephoning in to the Meeting by dialing the number set out above; AND b) that shareholders vote their shares prior to the Meeting. The Company in particular asks that shareholders not attend the meeting in person if experiencing any of the symptoms associated with COVID-19 within the 14 days prior to the Meeting. Further, please be advised that the Company reserves the right to refuse entrance to the Meeting to: a) anyone who appears to be displaying such symptoms associated with COVID-19; or b) anyone at all if the then current recommendations or requirements of provincial authorities cannot be adequately adhered to, including social distancing recommendations and limits on the size of gatherings.

Shareholders may call in to the Meeting at 1 (888) 892-3255, toll-free, by 4:30 p.m. EST on September 30, 2020. Via the telephone meeting service provider, the Company will be able to note the attendance of all participants and will also allow for registered 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 if the Order is still in force and effect. The Company encourages votes to be cast by proxy as indicated in this Notice. It is recommended that shareholders call a few minutes prior to 4:30 p.m. EST. in order to be recorded as present. **Shareholders are also encouraged to visit the Company's website at www.mountainvalley.md.com/AGM prior to the Meeting in the event that the Company is able to add a link to a video presentation to run concurrently with the Meeting.**

FOR THE REASONS ABOVE, ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE ON THE MATTERS BEFORE THE MEETING BY PROXY.

The Directors of the Company have fixed the close of business on August 26, 2020 as the record date for determining shareholders entitled to receive notice of and to vote at the Meeting. Only shareholders whose names have been entered into the register of the holders of common shares of the Company as at August 26, 2020, will be entitled to receive notice of and to vote at the Meeting.

Whether or not you are able to attend the Meeting (by telephone), you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. The Company's transfer agent, Odyssey Trust Company, must receive your proxy no later than September 28th, 2020 at 4:30 p.m. (Eastern time), or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of British Columbia) before any adjourned or postponed Meeting. You must send your proxy to the Company's transfer agent by either using the envelope provided or by mailing the proxy to Odyssey Trust Company, Proxy Department, 323 – 409 Granville Street, Vancouver, British Columbia, Canada V6C 1T2. You may vote by email at proxy@odysseytrust.com, Attention: Proxy Department or by fax to 1 (800) 517-4553. You may also vote on the internet by going to <http://odysseytrust.com/Transfer-Agent/Login> and following the instructions. You will need your 12 digit control number located on the form of proxy. If you wish to vote on the internet, you must do so no later than September 28th, 2020 at 4:30 p.m. (Eastern time). If you vote using any other method, your proxy must be received by Odyssey Trust Company no later than September 28th, 2020 at 4:30 p.m. (Eastern time).

All non-registered Shareholders who receive these materials through a broker or other intermediary should complete and return the materials in accordance with the instructions provided to them by such broker or intermediary.

DATED this 27th day of August, 2020.

By order of the Board of Directors

"Dennis Hancock"

Dennis Hancock
President and Chief Executive Officer