

MOUNTAIN VALLEY MD HOLDINGS INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general 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 19th, 2024, at 11:00 a.m. EST by video conference as further described below and in the accompanying management information circular dated August 14th, 2024 (the “**Circular**”):

1. to receive the audited financial statements of the Company for the fiscal year ended March 31, 2024, and the report of the auditors thereon;
2. to determine the number of directors and elect directors for the ensuing year;
3. to appoint PricewaterhouseCoopers LLP as the auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration;
4. to reapprove the 10% rolling stock option plan of the Company, as more particularly described in the accompanying Circular;
5. to approve the 10% rolling restricted share unit plan of the Company, as more particularly described in the accompanying Circular; and
6. 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 (the “**Notice**”) 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.

INFORMATION ABOUT THE MEETING

ATTENDING THE MEETING – LINK TO VIDEO CONFERENCE: The Meeting will be held by ZOOM video conference (or a similar platform). The following link leads to the registration page for the Meeting. Registration must be completed in order to attend the Meeting and can be done at any time leading up to the Meeting. Shareholders will have an equal opportunity to participate at the Meeting by video conference regardless of their geographic location. In order to assist the scrutineer with attendance, each shareholder is asked to log into the Meeting with the shareholder’s first and last name (matching the registration of the shareholder’s Common Shares).

www.mvmd.com/AGM

SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE ON THE MATTERS BEFORE THE MEETING BY PROXY, BEFORE SEPTEMBER 17, 2024, 11:00AM ET.

The Board of Directors of the Company has fixed August 19th, 2024, as the record date (the “**Record Date**”) for the determination of shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to receive notice and to vote at the Meeting (in person [by video conference] or by proxy) in the circumstances set out in the accompanying Information Circular.

VOTING YOUR SHARES: Prior to the Meeting (before the September 17th, 2024, proxy cut-off), shareholders may vote their common shares online, by phone, email, fax or by mail according to the directions on the form of proxy or VIF, as applicable. Registered shareholders can use the enclosed form of proxy to vote in advance of the Meeting. The form of proxy is also available under our profile on SEDAR+ at www.sedarplus.ca.

If you are a registered shareholder and wish to vote by proxy, you may vote by mail, email, fax or online. Please complete, date and sign the accompanying form of proxy and deliver it to the Company's transfer agent, Odyssey Trust Company. **Whether you wish to vote on the internet, or if using any other method listed above, your proxy must be received by Odyssey Trust Company no later than September 17th, 2024, at 11:00 a.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, 350 – 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 <https://login.odysseytrust.com/pxlogin> and following the instructions. **You will need your 12-digit control number located on the form of proxy.**

If you are a non-registered shareholder and received this Notice of Meeting and accompanying Circular and materials through a broker, financial institution, participant, trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

As voting at the Meeting will likely be by way of "show of hands" (or the equivalent by video conference options available on the ZOOM or other video conference platform), in the event that a ballot is required pursuant to the BCBCA during the Meeting, ballots will be delivered to and collected from registered shareholders by way of email or other electronic means, which may require a short delay during the Meeting or an adjournment on that topic until after the Meeting. **As such, voting in advance by proxy as described above is strongly encouraged.**

Dated at the City of Toronto, in the Province of Ontario, this 14th day of August 2024.

By order of the Board of Directors

"Dennis Hancock"

Dennis Hancock
Chief Executive Officer