

JUSHI HOLDINGS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS (the “Notice”)

NOTICE IS HEREBY GIVEN that the annual and special meeting of shareholders (the “**Meeting**”) of Jushi Holdings Inc. (the “**Corporation**”) will be held at 1800 N.W. Corporate Blvd., Suite 200, Boca Raton, FL, USA on Wednesday, June 3, 2020 at 10:30 a.m. (Eastern time) to:

- (a) receive the financial statements of the Corporation for the financial year ended December 31, 2019 together with the auditors’ report thereon;
- (b) fix the number of directors of the Corporation at six and elect the nominees proposed by management of the Corporation as directors of the Corporation for the forthcoming year;
- (c) re-appoint MNP LLP, Chartered Professional Accountants, as auditors of the Corporation and authorize the board of directors of the Corporation (the “**Board**”) to fix the auditors’ remuneration and terms of engagement;
- (d) consider, and if deemed appropriate, approve an ordinary resolution approving amendments to the Corporation’s 2019 equity incentive plan providing for, *inter alia*, (i) the issuance of previously-intended favorable income tax treatment accorded to incentive stock options within the meaning of Section 422 of the U.S. Internal Revenue Code; and (ii) an additional 2% of the outstanding Subordinate Voting Shares to be issued under the plan as inducements to employees or officers not previously employed by and not previously an insider of the Corporation, as more particularly described in the accompanying management information circular of the Corporation (the “**Information Circular**”);
- (e) consider, and if deemed appropriate, approve a special resolution authorizing the adoption by the Corporation of a policy relating to the advance nomination of directors of the Corporation, as more particularly described in the accompanying Information Circular;
- (f) consider, and if deemed appropriate, approve a special resolution approving an amendment to the Corporation’s articles providing for a forum for adjudication of certain disputes, as more particularly described in the Circular; and
- (g) transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This Notice is accompanied by the Information Circular and a form of proxy (the “**Proxy Instrument**”).

While the Corporation intends to hold the Meeting in person as of the date of this Notice, the Corporation is continuously monitoring the ongoing and rapidly evolving COVID-19 pandemic. In light of the COVID-19 pandemic, the Corporation asks that, in considering whether to attend the meeting in person, shareholders consider the guidelines and instructions of the Centers for Disease Control and Prevention (CDC) (www.cdc.gov) and the Public Health Agency of Canada (PHAC) (www.canada.ca/en/public-health.html), as well as any other applicable additional state, provincial and local guidelines and/or instructions. Access to the Meeting will, subject to the Corporation's by-laws, be either entirely restricted or limited to essential personnel and registered shareholders and duly appointed proxyholders entitled to attend and vote at the Meeting. Depending upon the status of the pandemic at the time, the Corporation encourages registered shareholders and duly appointed proxyholders not to attend the Meeting in person, particularly if they are experiencing any cold or flu-like symptoms. In order to minimize group sizes and respect social distancing regulations, the Corporation encourages shareholders to vote prior to the Meeting by following the instructions set out in the Proxy Instrument or voting instruction form received by such shareholders. If voting in advance by proxy is difficult, please call our transfer agent, Odyssey Trust Company (“Odyssey”) at the contact numbers provided on their website (www.odysseytrust.com) or as disclosed herein.

The Corporation may take additional precautionary measures for the Meeting in response to further developments in respect of the COVID-19 pandemic. In the event it is not possible or advisable to hold the Meeting in person, the Corporation will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means, telephone or other

communication facilities. Please monitor the Corporation's press releases and our website at www.jushico.com for updated information up until the date of the Meeting.

The record date for the determination of shareholders of the Corporation entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof is May 4, 2020 (the "**Record Date**"). Shareholders of the Corporation whose names have been entered in the register of shareholders of the Corporation at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

A shareholder of the Corporation may attend the Meeting in person, subject to the foregoing considerations in respect of the COVID-19 pandemic, or may be represented by proxy. Registered shareholders of the Corporation who choose not to attend the Meeting or any adjournment(s) or postponement(s) thereof in person are requested to date, sign and return the accompanying Proxy Instrument for use at the Meeting or any adjournment(s) or postponement(s) thereof.

To be effective, the enclosed Proxy Instrument must be returned to Odyssey, the Corporation's transfer agent, by: (i) mail using the enclosed return envelope; or (ii) hand delivery to Odyssey at Odyssey Trust Company, 323-409 Granville Street, Vancouver, BC, V6C 1T2. Alternatively, you may vote by Internet at <http://odysseytrust.com/Transfer-Agent/Login> and clicking "Vote". All instructions are listed on the enclosed Proxy Instrument. Your proxy or voting instructions must be received in each case no later than 10:30 a.m. (Eastern time) on June 1, 2020 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) before the beginning of any adjournment or postponement of the Meeting.

If you are a non-registered beneficial shareholder (i.e., a shareholder who beneficially owns shares that are registered in the name of an intermediary such as a broker, investment firm, clearing house or similar entity, or in the name of a depository of which the intermediary is a participant), a voting information form (also known as a "VIF"), instead of a Proxy Instrument, may be enclosed. The VIF must be returned to the intermediary well in advance of the Meeting, as intermediaries typically set deadlines for voting that are further in advance of the Meeting than those set out above. You must follow the instructions provided by your intermediary in order to vote your shares. You should contact your intermediary for further details.

DATED at Boca Raton, Florida this 4th day of May, 2020.

BY ORDER OF THE BOARD OF DIRECTORS OF JUSHI HOLDINGS INC.

(signed) James A Cacioppo

James A. Cacioppo
Founder, Chairman and Chief Executive Officer