

MATICA ENTERPRISES INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of holders of common shares of Matica Enterprises Inc. (“**Matica**”) will be held at 350 Bay St., Suite 700, Toronto, Ontario, on Monday, September 29, 2014 at 9:00 a.m. (EDT). At the Meeting, holders of Matica common shares will be asked to:

1. receive the audited financial statements of Matica for its fiscal years ended December 31, 2013 and December 31, 2012 and the reports of the auditors thereon;
2. fix the number of directors of Matica to be elected at the Meeting at four (4);
3. elect directors of Matica for the ensuing year;
4. consider and, if thought fit, approve by ordinary resolution the adoption of a new stock option plan, as more particularly set out in the section of the information circular entitled “Adoption of New Stock Option Plan”;
5. appoint Manning Elliott LLP, Chartered Accountants, as Matica’s auditor for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
6. consider and, if thought fit, pass, with or without variation, an ordinary resolution (the “**Change of Business Resolution**”) approving a change to the primary focus of Matica’s business from resource exploration to the medical marijuana industry, all as more fully set forth in the accompanying management information circular (the “**Information Circular**”) of Matica; and
7. act upon such other matters, including amendments to the foregoing, as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

A copy of the Change of Business Resolution is attached as an appendix to the Information Circular. The Information Circular and the appendices thereto are deemed to form part of this Notice of Meeting.

Registered holders of Matica Shares who are unable to attend the Meeting in person and who wish to ensure their securities will be voted at the Meeting are requested to date, complete and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in this Information Circular. To be effective, proxies must be received before 9:00 a.m. (EDT) on September 25, 2014 or if the Meeting is adjourned or postponed, at least 48 business hours (where “business hours” means hours on days other than a Saturday, Sunday or any other holiday in British Columbia or Ontario) before the time on the date to which the Meeting is adjourned or postponed.

Shareholders who do not hold Matica Shares in their own name must follow the instructions set out in the voting instruction form or the form of proxy provided to the beneficial shareholder by its intermediary, and in the Information Circular to ensure their Matica Shares will be voted at the Meeting. If Matica Shares are held in a brokerage account, then in almost all cases those securities will not be registered in the shareholder’s name on the records of Matica.

DATED at Toronto, Ontario, on August 20, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

“*Boris Ziger*”

Boris Ziger
Chief Executive Officer and Director