



Suite 400 - 3600 Lysander Lane, Richmond, BC V7B 1C3

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON **OCTOBER 29<sup>TH</sup>, 2020**

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<b>Time and Date:</b>	10:00 a.m. (Pacific time) on Thursday, October 29, 2020
<b>Location:</b>	Suite 400 - 3600 Lysander Lane, Richmond, BC V7B 1C3

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of the holders of common shares of Benchmark Botanic Inc. (the "**Company**") will be held at the Company's head office at Suite 400 - 3600 Lysander Lane, Richmond, BC V7B 1C3 on Thursday, October 29, 2020 at 10:00 a.m. (Pacific Time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2019, the auditor's report thereon and the management's discussion and analysis for the financial year ended December 31, 2019;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect directors of the Company for the ensuing year;
4. To appoint Manning Elliott LLP, Chartered Public Accountants, as auditor for the ensuing year and to authorize the directors to fix the auditor's remuneration;
5. To re-approve the Company's stock option plan; and
6. To transact any other business that may properly come before the Meeting and any adjournment thereof.

Accompanying this Notice is the Information Circular in respect of the Meeting, which includes, among other things, the full text of the above resolutions and detailed information relating to the matters to be addressed at the Meeting. Please advise the Company of any change in your mailing address.

**IMPACT OF COVID-19**

This year, to proactively deal with the unprecedented public health impact of the ongoing novel coronavirus disease outbreak ("**COVID-19**"), to mitigate risks to the health and safety of our communities, Shareholders, employees and other stakeholders, and in order to comply with the measures imposed by federal, provincial and municipal governments, the Company strongly urges all shareholders to cast their votes by submitting their completed form of proxy or voting instruction form by one of the means described in the Information Circular accompanying this Notice in alternative to attending the Meeting in person.

**Registered Shareholders:** Every registered shareholder of common shares at the close of business on the record date is entitled to receive notice of and to attend and vote such common shares at the Meeting. Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy to TSX Trust Company, Suite 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournments thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

**Non-Registered Shareholders:** Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("**Non-Registered Shareholders**"). Without specific instructions, intermediaries are prohibited from voting shares for their clients.

**If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or agent, to ensure that they are able to carry out your voting instructions on your behalf.**

Dated at Vancouver, British Columbia this 22th day of September, 2020

**BENCHMARK BOTANICS INC.**

*(Signed) "William Ying"*

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Mr. William Ying  
Chief Executive Officer