

AYURCANN HOLDINGS CORP.

1080 Brock Road, Unit 6
Pickering, Ontario L1W 3H3

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Ayurcann Holdings Corp. (the “**Corporation**”) will be held at the offices of Garfinkle Biderman LLP, at 1 Adelaide Street East, 8th Floor, Suite 801, Toronto, Ontario M5C 2V9, and broadcast via teleconference at (416) 874-8100, conference code 5640789 on Monday, December 20, 2021 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial years ended June 30, 2021 and 2020 and the auditor’s reports thereon;
2. to fix the number of directors at five.
3. to elect the directors of the Corporation for the ensuing year, as more particularly set forth in the accompanying proxy and management information circular dated November 19, 2021, and prepared for the purpose of the Meeting (the “**Management Information Circular**”);
4. to re-appoint Clearhouse LLP as the auditors of the Corporation for the ensuing year and to authorize the audit committee of the board of directors of the Corporation to fix the auditor’s remuneration, as more particularly set forth in the Management Information Circular; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

This notice of meeting (this “**Notice of Meeting**”) should be read together with the Management Information Circular and form of proxy (the “**Form of Proxy**”) or voting instruction form (“**VIF**”), as applicable.

The Management Information Circular and all additional materials have been posted under the Corporation’s SEDAR profile at www.sedar.com. **Shareholders are reminded to carefully review the Management Information Circular and any additional materials prior to voting on the matters being transacted at the Meeting.** Copies of: (i) this Notice of Meeting; (ii) the Management Information Circular; (iii) the Form of Proxy and VIF; and (iv) the audited consolidated financial statements of the Corporation and accompanying management’s discussion and analysis, may be obtained free of charge by contacting Odyssey Trust Company at: 67 Yonge Street, Suite 702, Toronto, ON M5E 1J8. In order to ensure that a paper copy of the Management Information Circular and additional materials can be delivered to a Shareholder in time for such Shareholder to review the Management Information Circular and return a Form of Proxy (or a VIF) prior to the deadline to receive proxies, it is strongly suggested that Shareholders ensure their request is received no later than December 3, 2021.

Shareholders may attend the Meeting in person, by teleconference, or may be represented by proxy. Shareholders unable to attend the Meeting or any adjournment(s) thereof in person are requested to date, sign and return the enclosed Form of Proxy to the Corporation’s registrar and transfer agent, Odyssey Trust Company, located at: 167 Yonge Street, Suite 702, Toronto, ON M5E 1J8. To be effective, a proxy must be received not later than 10:00 a.m. (Toronto time) on December 20, 2021, or in the event that the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) immediately preceding any adjournment(s) or postponement(s) thereof.

COVID-19

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of COVID-19, and to mitigate the risks to the health and safety of our communities, Shareholders,

employees and other stakeholders, although we plan to hold an in-person meeting, **we strongly recommend that you DO NOT attend the Meeting in person, particularly if you are experiencing any of the described COVID-19 symptoms or if you or someone with whom you have been in close contact has travelled to/from outside Ontario within the 14 days prior to the Meeting.** We intend to quickly deal with the business at hand and there will be no refreshments or additional presentations at the Meeting. COVID-19 is causing unprecedented social and economic upheaval and we want to ensure that no one is unnecessarily exposed to any risks.

Public health restrictions and recommendations in place at the time of the Meeting may require the Corporation to restrict the number of people in attendance at the Meeting and therefore physical attendance by a Shareholder or appointed proxyholder may not be possible. If a Shareholder wishes to attend the Meeting in person, they will be required to produce valid proof of vaccination prior to attendance.

The board of directors of the Corporation has fixed the close of business on November 19, 2021 as the record date (the “**Record Date**”) for the determination of the Shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment(s) or postponement(s) thereof. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at their discretion. The Chairman is under no obligation to accept or reject any late proxy. Non-registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a VIF.

DATED this 19th day of November 2021.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Igal Sudman"

Igal Sudman

*Chief Executive Officer, Corporate Secretary and
Chairman*