



**LEVIATHAN NATURAL PRODUCTS INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting (the “**Meeting**”) of Shareholders of Leviathan Natural Products Inc. (the “**Corporation**”) will be held at 150 Ferrand Drive, North York, ON M3C 3E5 on the 6<sup>th</sup> day of September, 2022 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the financial statements of the Corporation for the financial years ended August 31, 2021, together with the report of the auditors thereon, and financial statements for the Corporation to the end of each of the three-month and six-month periods of the current financial year;
2. to re-appoint Clearhouse LLP as auditors of the Corporation for the ensuing year and authorize the directors to fix their remuneration;
3. to elect the directors for the ensuing year;
4. to consider, and if thought appropriate, to pass with or without variation, a special resolution authorizing the Board of Directors to amend the Corporation’s Articles of Incorporation to effect a 6-to-1 share consolidation of all issued and outstanding common shares of the Corporation;
5. to consider, and if thought appropriate, to pass, with or without variation, a special resolution reapproving the 2019 Amended and Restated Option Plan (as such term is defined in the Circular) as the stock option plan of the Corporation, without revision, as more particularly described in the Circular;
6. to consider, and if deemed advisable, to adopt with or without variation, a special resolution authorizing the Board of Directors to amend the Corporation’s Articles of Incorporation to change the Corporation’s name to ICM Inc. or any such other name as the Board and the CSE may approve; and
7. to transact such further or other business as may properly come before the said meeting or any adjournment or adjournments thereof.

A copy of the Circular, a form of proxy, and a return envelope accompany this Notice of Meeting. A copy of the audited financial statements of the Corporation for the financial year ended August 31, 2021, together with the report of the auditors thereon, and accompanying management discussion and analysis, will be available for review at the Meeting and are available to the public on the SEDAR website at [www.sedar.com](http://www.sedar.com).

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is August 2, 2022 (the “**Record Date**”). Shareholders of the Corporation whose names have been entered on the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with Computershare Investor Services Inc., 100 University Avenue, 9th floor, Toronto, Ontario, M5J 2Y1, or if by facsimile at +1 (888) 453-0330, not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof.

The instrument appointing a proxy must be in writing and must be executed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

The individuals named in the enclosed form of proxy are directors and/or officers of the Corporation. Each shareholder has the right to appoint a proxyholder other than such individuals, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder’s behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder’s appointee should be legibly printed in the blank space provided.



**DATED** this August 8, 2022

**BY ORDER OF THE BOARD**

*(signed) "Tanvi Bhandari"*  
Chief Executive Officer