

**HERBAL CLONE BANK CANADA INC.**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that an Annual General Meeting (the "Meeting") of the shareholders of **HERBAL CLONE BANK CANADA INC.** (the "Company") will be held at **#1710 - 1177 West Hastings Street, Vancouver, British Columbia, V6E 2L3**, on **Thursday, May 21, 2015** at **11:00 a.m.** for the purposes set forth in the following:

1. To receive the report of the directors.
2. To receive the audited financial statements of the Company for the fiscal year ending **August 31, 2014**, together with the auditor's report thereon.
3. To appoint the auditor for the Company.
4. To fix the number of directors and to elect directors for the ensuing year.
5. To consider and, if thought fit, to approve the renewal of the Company's Stock Option Plan, particulars of which are as set out in the accompanying Information Circular.
6. To transact such other business as may properly be brought before the Meeting.

**A member entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the notes accompanying the instrument of proxy enclosed and then complete and return the proxy within the time set out in the notes. As set out in the notes, the enclosed instrument of proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.**

**DATED** at Vancouver, British Columbia, this **24th** day of **April, 2015**.

**BY ORDER OF THE BOARD**

**“ Marc Geen”  
PRESIDENT**