

GREENSTAR BIOSCIENCES CORP.

Suite 717-1030 West Georgia Street
Vancouver, BC V6E 2Y3

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, MARCH 25, 2020

AND

INFORMATION CIRCULAR

February 24, 2020

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of GreenStar Biosciences Corp. (the “**Company**”) will be held at the offices of Bennett Jones LLP, 2500 – 666 Burrard Street, Vancouver, BC, on Wednesday, March 25, 2020 at the hour of 9:00 a.m. (Vancouver time) for the following purposes:

1. to set the number of directors of the Company at three and to elect Thomas Baird, Leighton Bocking and Faizaan Lalani as directors of the Company, to hold office until the next annual general meeting of the Company, or until their earlier resignation or such time as their successors are duly elected or appointed in accordance with the Company’s constating documents;
2. to appoint Manning Elliot LLP as the auditors of the Company for the fiscal year ending August 31, 2020 at remuneration to be fixed by the Board;
3. to place before the Meeting the audited financial statements of the Company for the fiscal year ended December 31, 2018 and the fiscal year ended August 31, 2019, and the accompanying reports of the auditors thereon;
4. to consider and, if thought fit, to approve an ordinary resolution to ratify, confirm and approve the Company's stock option plan, as described in the information circular (the “**Information Circular**”) accompanying this Notice of Meeting under the heading “Particulars of Matters to be Acted Upon – Ratification of Stock Option Plan”; and
5. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Information Circular that accompanies this Notice of Meeting (this “**Notice**”) provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice.

The Board has fixed February 4, 2020 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Capital Transfer Agency ULC, 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 24th day of February, 2020.

By Order of the Board of Directors of

GREENSTAR BIOSCIENCES CORP.

“Thomas Baird” _____

Thomas Baird

Chief Executive Officer and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.