

PAC ROOTS CANNABIS CORP.
300-1055 WEST HASTINGS STREET,
Vancouver, BC V6E 2E9

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of Pac Roots Cannabis Corp. (the “**Company**”) will be held virtually on Monday, December 7, 2020 at 10:00 am. At the Meeting, the shareholders will receive the financial statements for the year ended November 30, 2019, together with the auditor’s report thereon, and consider resolutions to:

1. elect directors for the ensuing year;
2. appoint Manning Elliott LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid;
3. ratify and amend the Company’s stock option plan; and
4. transact such other business as may properly be put before the Meeting.

In light of the ongoing public health concerns related to COVID-19, and based on government recommendations to avoid large gatherings, the Company will not be permitting attendance in person. Shareholders are urged to vote on the matters before the Meeting by proxy and to listen to the Meeting online. Registered shareholders or proxyholders representing registered shareholders participating in the Meeting virtually will be considered to be present in person at the Meeting for the purposes of determining quorum. Non-registered shareholders who have not duly appointed themselves as a proxyholder will be able to attend the Meeting as a guest, but will not be able to vote at the Meeting.

All shareholders are entitled to attend and vote at the Meeting in virtually in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting read, date and sign the accompanying proxy and deliver it to the Company’s transfer agent, Olympia Trust Company PO Box 128, STN M Calgary, AB T2P 2H6 Attn: Proxy Dept. Tel. (403) 770-0001 Fax (403) 668-8307 at least 48 hours before the time of the Meeting or any adjournment or postponement thereof, excluding Saturdays, Sundays and holidays.

Proxies must be received by close of business, 1:00 p.m. (PT) on December 3, 2020 by any of the voting methods below:

VOTING METHOD	
INTERNET	Go to https://css.olympiustrust.com/pxlogin and enter the 12-digit control number shown on reverse.
EMAIL	proxy@olympiustrust.com
FACSIMILE	(403) 668-8307
MAIL	Olympia Trust Company PO Box 128, STN M Calgary, AB T2P 2H6 Attn: Proxy Dept.

Only shareholders of record at the close of business on November 2, 2020 will be entitled to vote at the Meeting.

Shareholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. Registered shareholders wishing to vote in person and

any shareholders wishing to view materials that may be presented by the Company's management will need to utilize the Zoom application but any shareholder may listen to the Meeting via teleconference. Registered shareholders participating via teleconference will not be able to vote in person at the Meeting as the Company's scrutineer must take steps to verify the identity of registered shareholders using the video features.

In order to dial into the Meeting, shareholders will phone 1 778 907 2071 and enter the Meeting ID and Password noted below.

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link

<https://us02web.zoom.us/j/83120408818?pwd=WjNWY0xtbjlNWHZYQXZOTmVUUDNjZz09>
. Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 831 2040 8818

Password: 162520

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 2nd day of November, 2020.

ON BEHALF OF THE BOARD

(signed) "*Patrick Elliott*"

Patrick Elliott
President and Chief Executive Officer