



Notice of Availability of Proxy Materials for GOLDEN LEAF HOLDINGS LTD. Annual and Special Meeting

Meeting Date and Time: May 10, 2021 at 10:00 a.m. (Toronto time)

Location: virtually at <https://web.lumiagm.com/242165683>

Please be advised that the proxy materials for the above noted securityholder meeting are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the information circular and other proxy materials available online prior to voting. These materials are available at:

<https://odysseytrust.com/client/golden-leaf-holdings-ltd-2/>

OR

www.sedar.com

Obtaining Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies may be made by contacting:

Toll Free Within North America: 1-833-394-7716

Direct from outside of North America: 1-833-361-5163

Notice of Meeting

The resolutions to be voted on at the meeting, described in detail in the Management Information Circular, are as follows:

Number of Directors: Shareholders will be asked to fix the number of directors. Information respecting the number of directors may be found in the Circular under "*Election of Directors*".

Election of Directors: Shareholders will be asked to elect directors for the ensuing year. Information respecting the election of directors may be found in the Circular under "*Election of Directors*".

Appointment of Auditor: Shareholders will be asked to appoint Dale Matheson Carr-Hilton LLP as auditors (the "Auditors") of the Corporation for the current financial year and to authorize the directors to fix the remuneration of the Auditors. Information respecting the appointment of auditor may be found in the Circular under "*Appointment of Auditors*".

Approval of Name Change: Shareholders will be asked to authorize the directors to amend the articles to change the Corporation's name to "Chalice Brands Ltd." Or such other name as the director's see fit. Information respecting the name change may be found in the Circular under "*Approval of Name Change*".

Approval of Share Consolidation:

Shareholders will be asked to consider and, if thought advisable, to approve a special resolution authorizing an amendment to the articles of the Corporation to consolidate its outstanding Common Shares on the basis of 23 pre-consolidation Common Shares for each one post-consolidation Common Share. Information respecting the share consolidation may be found in the Circular under “*Approval of Share Consolidation*”.

Approval of New Equity Incentive Plan:

Shareholders will be asked to consider and, if thought advisable, pass an ordinary resolution in respect of the New Equity Incentive Plan as set out in the Management Information Circular. Information respecting the new equity incentive plan may be found in the Circular under “*Approval of New Equity Incentive Plan*”.

Voting

To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by 10:00 a.m. (Toronto time) on May 6, 2021.

Stratification

The Issuer is providing paper copies of its Management Information Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

Annual Financial Statements

The Issuer is providing paper copies or emailing electronic copies of its annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method.