

**ICANIC BRANDS COMPANY INC.**  
Suite 1500, 1055 West Georgia Street  
Vancouver, British Columbia Canada V6E 4N7  
Tel: (408) 307-9366 / Fax: (408) 617-7619

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

**TAKE NOTICE** that the annual general and special meeting (the “**Meeting**”) of shareholders of **Icanic Brands Company Inc.** (the “**Company**”) will be held at 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada on Tuesday, June 21, 2022, at 10 o’clock a.m. (Pacific Time).

**Due to ongoing concerns related to the current coronavirus pandemic (“COVID-19”), and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees and other stakeholders, shareholders are encouraged not to attend the Meeting in person. The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:**

### **Dial by your location**

Canada Toll Free:	1-855-244-8677
Canada Toll:	1-416-915-6530
US Toll Free:	1-855-282-6330
US Toll:	1-415-655-0002
Access Code:	95400309

### **NOTE OF CAUTION Concerning COVID-19**

At the date hereof the Company intends to hold the Meeting at the location stated in the Notice of Meeting. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak (“COVID-19”), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in this Information Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) as well as on our Company website at <https://www.icaninc.com/>. Please check the Company’s website or SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will **not** prepare or mail amended Meeting Proxy Materials.

**\*\*\*DUE TO THE COVID 19 VIRUS, WE ARE REQUESTING THAT ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY AND AVOID ATTENDING THE MEETING IN PERSON\*\*\***

Shareholders who intend to attend the meeting via telephone conference must **submit votes by Proxy ahead of the proxy deadline of 10 o’clock a.m. (Pacific Time) on Friday, June 17, 2022.**

Attendance by telephone conference allows Shareholders to listen to, but not to vote at, the Meeting.

### **Purpose of the Meeting**

The Meeting is to be held for the following purposes:

1. to table the consolidated audited financial statements of the Company for the two completed financial years ended July 31, 2021 and July 31, 2020, the reports of the auditor thereon and the related management’s discussion and analyses;
2. to fix the number of directors at five (5);
3. to elect the Board of Directors of the Company for the ensuing year;
4. to appoint Macias Gini & O’Connell LLP (MGO), Chartered Professional Accountants, as auditors of the Company for the ensuing year;

5. to pass an ordinary resolution to ratify and approve the adoption of the Company's new form 10% "rolling" stock option plan, as described in the accompanying Information Circular; and
6. to pass a special resolution to ratify and confirm the adoption of the Company's new *Business Corporations Act* (British Columbia) Articles, as described in the accompanying Information Circular.

The Information Circular accompanies this Notice and contains further details of the matters to be considered at the Meeting.

No other matters are contemplated for presentation to the Meeting, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that such shareholder's shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

**DATED** at Vancouver, British Columbia, May 20, 2022.

**BY ORDER OF THE BOARD**

*"S/Brandon Kou"*

**Brandon Kou**  
**Chief Executive Officer**