

**LEEF BRANDS INC.**

2500 Park Place, 666 Burrard Street, Vancouver, British Columbia Canada V6C 2X8  
Tel: (408) 307-9366 / Fax: (408) 617-7619

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE is hereby given that the annual general meeting (the "**Meeting**") of shareholders of **Leef Brands Inc.** (the "**Company**") will be held at 2500 Park Place, 666 Burrard Street, Vancouver, British Columbia V6C 2X8 on Monday, December 4, 2023, at 10 o'clock a.m. (Pacific Time).

**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: 1-778-907-2071

US: 1-719-359-4580  
Or find your local <https://us02web.zoom.us/j/kCgyLYlvx>  
number:

Meeting ID: 837 5832 5915  
Passcode: 635121

**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 Thursday, November 30, 2023.**

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 receive the consolidated audited financial statements of the Company for the financial year ended December 31, 2022, together with the report of the auditor thereon;
2. to fix the number of directors of the Company at four;
3. to elect the directors of the Company for the ensuing year;
4. to appoint Macias Gini & O'Connell LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors for the upcoming year; and
5. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Particulars of the foregoing matters are set forth in the accompanying management information circular (the "**Circular**"). Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters.

The board of directors of the Company has fixed the close of business on October 23, 2023, as the record date (the "**Record Date**") for the determination of shareholders entitled to receive notice of, and to vote at the Meeting. Only registered shareholders whose names have been entered in the register of shareholders at the close of business on October 23, 2023 will be entitled to vote at the Meeting.

**Whether or not you are able to attend the Meeting, shareholders who wish to ensure that their common shares in the capital of the Company ("Common Shares") will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy (the "Proxy") and deliver it in accordance with the instructions set out in the form of Proxy and in the Circular.**

Due to issues related to the verification of shareholder identity via teleconference, in-person voting will not be permitted at the Meeting. Registered shareholders electing to submit a proxy may do so by completing, dating and signing the Proxy and returning it to the Company's transfer agent, Endeavor Trust Corporation ("**Endeavor Trust**"), in accordance with the instructions on the Proxy.

Alternatively, registered shareholders may vote their Common Shares via the internet or by telephone as per the instructions provided on the Proxy. In all cases you should ensure that the Proxy is received by Endeavor Trust at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

Registered shareholders electing to submit a Proxy may do so by:

- (a) mail or by hand to Suite 702 - 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4;
- (b) facsimile to 604.559.8908;
- (c) email to [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com); or
- (d) [www.eproxy.ca](http://www.eproxy.ca)

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

The Company has adopted the notice and access model ("**Notice and Access**") provided for under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of the Notice of Meeting, Circular, financial statements and management's discussion and analysis for the year ended December 31, 2022 (collectively, the "**Meeting Materials**") to shareholders for the Meeting. Under Notice and Access, instead of receiving printed copies of the Meeting Materials, shareholders receive a Notice and Access notification containing details of the Meeting date, location and purpose, as well as information on how they can access the Meeting Materials electronically. Electronic copies of the Meeting Materials may be found on the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Shareholders with existing instructions on their account to receive printed materials will receive a printed copy of the Meeting Materials.

As a shareholder of the Company, it is very important that you read the Circular and other Meeting Materials carefully. They contain important information with respect to voting your Common Shares and attending and participating at the Meeting.

The Company will not use procedures known as ‘stratification’ in relation to the use of Notice and Access. Stratification occurs when an issuer using Notice and Access sends a paper copy of the Circular to some shareholders with a Notice and Access Notification.

Shareholders who receive a Notice and Access notification can request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date of the filing of this Circular on SEDAR+. Shareholders with questions about the Notice and Access system, or who would like to request printed copies of the Meeting Materials, should contact Endeavor Trust by email to [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com) or by calling toll-free at 1-888-787-0888. A request for printed copies which are required in advance of the Meeting should be made no later than November 23, 2023 in order to allow sufficient time for mailing.

**DATED** at Vancouver, British Columbia, October 23, 2023.

**ON BEHALF OF THE BOARD**

*“Micah Anderson”*

**Micah Anderson**  
**Chief Executive Officer**