

LEEF BRANDS INC.

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual general and special meeting (the "**Meeting**") of shareholders of LEEF Brands Inc. (the "**Company**") will be held at 3400 One First Canadian Place, P.O. Box 130, Toronto, Ontario M5X 1A4 on Friday, July 26, 2024, at 10:00 a.m. (Toronto 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:

Online: <https://zoom.us/j/9568328473>

Dial-in (Canada): 1-778-907-2071
Dial-in (US): 1-719-359-4580
Or find your local <https://us02web.zoom.us/j/9568328473>
number:

Meeting ID: 956 832 8473
Passcode: 2020

Shareholders who intend to attend the meeting via telephone conference must submit votes by Proxy (as defined below) ahead of the proxy deadline of 10:00 a.m. (Toronto time) on Wednesday, July 24, 2024.

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 years ended December 31, 2023 and 2022, together with the report of the auditor thereon;
2. to fix the number of directors of the Company at five;
3. to elect the directors of the Company for the ensuing year;
4. to appoint M&K CPAS, PLLC 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;
5. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution to authorize, approve, ratify and confirm the Company's 10% "rolling" stock option plan and the unallocated entitlements issuable thereunder, as described in the accompanying management information circular (the "**Information Circular**") under the heading "Approval of Stock Option Plan"; and
6. 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 Information Circular. Please review the Information Circular carefully and in full prior to voting in relation to the matters set out above as the Information Circular has been prepared to help you make an informed decision on such matters.

The board of directors of the Company (the "**Board**") has fixed the close of business on June 11, 2024, 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 June 11, 2024 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 Information 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, Olympia Trust Company (the "**Transfer Agent**"), 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 the Transfer Agent 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) by mail to the Transfer Agent at Olympia Trust Company, PO Box 128, STN M, Calgary, Alberta T2P 2H6, Attn: Proxy Dept.;
- (b) by facsimile to the Transfer Agent at 403-668-8307;
- (c) by email to the Transfer Agent at proxy@olympiustrust.com; or
- (d) online at <https://css.olympiustrust.com/pxlogin> and enter the 12-digit control number shown on the reverse of the Proxy, or as otherwise indicated in the instructions contained in the Proxy.

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 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 this notice of meeting, the Information Circular, consolidated audited financial statements for the financial years ended December 31, 2023 and 2022 and the related management's discussion and analysis (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 the System for Electronic Document Analysis and Retrieval+

("SEDAR+") at 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, it is very important that you read the Information 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 Information 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 the Information 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 the Transfer Agent by email to cssnoticeandaccess@olympitrust.com or by calling +1-866-668-8379. A request for printed copies which are required in advance of the Meeting should be made no later than July 17, 2024 in order to allow sufficient time for mailing.

DATED at Vancouver, British Columbia, June 11, 2024.

ON BEHALF OF THE BOARD

Micah Anderson
Chief Executive Officer