



BIOME GROW INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the shareholders of Biome Grow Inc. (“**Biome**” or the “**Corporation**”) will be held at Norton Rose Fulbright Canada LLP located at Suite 3000, Toronto-Dominion Centre, 222 Bay Street, Toronto, Ontario, Canada, on September 25, 2019 commencing at 2:00 p.m. (Toronto time) for the following purposes:

- 1 to receive the audited annual consolidated financial statements of the Corporation for the fiscal year ended December 31, 2018, together with the report of the auditor thereon;
- 2 to elect directors for the ensuing year;
- 3 to appoint Manning Elliott LLP as auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix their remuneration;
- 4 to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution, the full text of which is reproduced on page B-1 of the management information circular, confirming a new by-law of the Corporation, adopting advance notice requirements for nominations of directors by shareholders (“**Advance Notice By-Law**”);
- 5 to consider and, if deemed appropriate, to pass, with or without variation, a special resolution, the full text of which is reproduced on page C-1 of the management information circular, approving the proposed amendments to the rights, privileges, restrictions and conditions attaching to the special class C shares in the capital of the Corporation; and
- 6 to transact such other business as may properly be put before the Meeting.

Only registered shareholders of record of Biome at the close of business on August 21, 2019, or the persons they appoint as their proxies, will be entitled to receive notice of and vote at the Meeting. Registered shareholders of Biome who are unable to attend the Meeting in person are requested to sign, date and return the enclosed form of proxy to Computershare Investor Services Inc. (“**Computershare**”), Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Canada.

In order to be valid for use at the Meeting, proxies must be received by Computershare by 2:00 p.m. (Toronto time) on September 23, 2019 or, if the Meeting is adjourned or postponed, 48 hours prior to the time to which the Meeting has been adjourned or postponed, excluding Saturdays, Sundays and holidays. The chair of the Meeting may waive or extend the proxy cut-off without notice. Non-registered shareholders of Biome who receive these materials through their broker or other intermediary should carefully follow the instructions provided by their broker or intermediary.

DATED at Toronto, Ontario this 23 day of August, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Khurram Malik”

Khurram Malik
Director