



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 held in a virtual format only via live webcast online at <https://torkinmanes.zoom.us/j/93261693004?pwd=OVh4VkpIWG81MIU5bSsweXVFZWZsZz09> or by conference call at **1 647 558 0588, Meeting ID: 932 6169 3004, Passcode: 184358**, on July 26, 2021 commencing at 10:00am (Toronto time) for the following purposes:

1. to receive the audited annual consolidated financial statements of the Corporation for the fiscal years ended December 31, 2020 and 2019, 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 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 May 26, 2021, 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 10:00am (Toronto time) on July 22, 2021 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.

Consistent with the latest directives and orders of public health and governmental authorities regarding the COVID-19 coronavirus and in consideration of the health and safety of our Shareholders, colleagues and the broader community, the Meeting will be held in a virtual meeting format only via live webcast online at ● or by conference call at ●. Shareholders and duly appointed proxyholders will be able to attend the Meeting (virtually), and submit questions, provided they have an internet connection. It is possible that Shareholders will not be able to cast live votes at the meeting and as such each shareholder is strongly encouraged to complete and submit the proxy accompanying this circular in advance of the meeting. Nonregistered shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but will not be able to vote at the Meeting.

DATED at Toronto, Ontario this 24th day of June, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Khurram Malik”

Khurram Malik

Director