



CREATE. DISRUPT. ENGAGE.

Big Rock Labs Inc.
119 Spadina Avenue, Suite 1203
Toronto, ON M5V 2L1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the "**Meeting**") of the holders of common shares of Big Rock Labs Inc. (the "**Company**") will be held at 2885 Dundas Street West, Toronto, ON M6P 1Y9, or at any adjournment or postponement thereof, on Friday, June 23, 2017 at 5:00 p.m. (Eastern Standard Time), for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended March 31, 2017;
2. to elect the directors of the Company to hold office until the next annual meeting of shareholders;
3. to appoint Collins Barrow Toronto LLP as the auditor of the Company for the ensuing year and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
4. the Company seeks authorization to consolidate the Company's common shares with a ratio of up to 4 old common shares for 1 new common share, as further outlined in the accompanying Information Circular; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting. The Board of Directors of the Company has fixed May 19, 2017 as the record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the Information Circular.

If you are a registered shareholder and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services, Computershare Proxy Department, 8th Floor, 100 University Avenue, Toronto ON M5J 2Y1 no later than 5:00 p.m. (Eastern Standard Time) on Wednesday, June 21, 2017, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Ontario) before the time and date of any adjournment or postponement of the Meeting. If you are a non-registered shareholder and received this Notice of Meeting and accompanying materials through a broker, financial institution, participant, trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Dated at Toronto, Ontario as of May 29, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Harald Seemann"
Harald Seemann

Chief Executive Officer and Director