

TRUE LEAF BRANDS INC.
100 Kalamalka Lake Road, Unit 32
Vernon, BC V1T 9G1

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of True Leaf Brands Inc. (the “**Company**”) will be held at Suite 1700, 1055 West Hastings Street, Vancouver, BC, V6E 2E9, on Thursday, September 19, 2019 at 10:00 a.m. (Pacific time), for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended March 31, 2019;
2. to determine the number of directors and elect directors for the ensuing year;
3. to elect the directors of the Company to hold office until the next annual meeting of Shareholders;
4. to appoint Deloitte LLP as the Company’s auditor for the fiscal year ending March 31, 2020 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment 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. In particular, disclosure concerning the matters set forth above is included in the “Particulars of Matters to be Acted Upon at the Meeting” section beginning on page 6 of the Information Circular.

The proxy materials for the Meeting, including the Information Circular, are available on the Internet at www.trueleaf.com (under the “Investors” tab) or www.sedar.com. This Notice of Meeting presents only an overview of the more complete proxy materials that are available on the Internet. The Company reminds you to access and review all of the important information contained in the accompanying Information Circular and other proxy materials before voting.

If you would like to receive a paper copy of the proxy materials by mail, you must request one by calling the Company toll-free at 1.855.787.1902. There is no charge to you for requesting a copy. To ensure you receive the proxy materials in advance of the voting deadline and meeting date, all requests must be received by no later than 10:00 a.m. (Pacific time) on Tuesday, September 17, 2019 to ensure timely receipt. If you do request a paper copy of the materials, please note that another voting instruction form or form of proxy will not be sent and that you should retain your current one for voting purposes.

The Board of Directors has fixed August 7, 2019 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 notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

YOU CANNOT VOTE BY RETURNING THIS NOTICE OF MEETING. If you are a registered Shareholder and 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 Inc., at its office located on the 3rd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9, by no later than 10:00 a.m. (Pacific time) on Tuesday, September 17, 2019, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) 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, a financial institution, a participant, a 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 (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

No annual financial statements are included with the proxy materials for the Meeting.

Dated at Vernon, British Columbia as of August 12, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“/s/ Darcy Bomford”

Darcy Bomford
President, Chief Executive Officer and Director