

CAPTIVA VERDE WELLNESS CORP.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an in person/telephone conference call special meeting of the shareholders of Captiva Verde Wellness Corp. (the “**Company**”) will be held at the offices of McMillan LLP located at Suite 1500 – 1055 West Georgia Street, Vancouver, BC, V6E 4N7 commencing at 10:00 a.m. (Pacific Standard Time) on October 29, 2021 (the “**Meeting**”).

Due to ongoing concerns related to the current coronavirus pandemic (“COVID-19”), and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees and other stakeholders, shareholders are encouraged not to attend the Meeting in person. 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:

Dial by your location

Canada Toll Free: 1-855-244-8677
Canada Toll: 1-416-915-6530
US Toll Free: 1-855-282-6330
US Toll: 1-415-655-0002

Attendee Access Code: **95402795**

The Meeting is to be held for the following purposes:

1. Pursuant to an order (the “**Interim Order**”) dated September 23, 2021, of the Supreme Court of British Columbia to consider and, if thought fit, pass a resolution (the “**Arrangement Resolution**”) to approve an arrangement (the “**Arrangement**”) under section 288 of the Business Corporations Act (British Columbia) involving the Company and Spinco, the full text of which resolution is set out in Schedule “A” to, and all as more particularly described in, the Circular; and
2. To consider other matters, including without limitation such amendments or variations to any of the foregoing resolutions, as may properly come before the Meeting or any adjournment thereof.

The texts of the Arrangement Resolution and the agreement in respect of the Arrangement are set forth in Schedule “A” and Schedule “B”, respectively, to the Circular.

AND TAKE NOTICE that Captiva Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their Captiva Shares subject to strict compliance with the provisions of the Interim Order (as set forth herein), the Plan of Arrangement and sections 237 to 247 of the Act. The dissent rights are described in Schedule “D” of the Circular. Failure to comply strictly with the requirements set forth in the Plan of Arrangement and sections 237 to 247 of the Act may result in the loss of any right of dissent.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and the Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only Captiva Shareholders of record at the close of business on September 22, 2021, will be entitled to receive notice of and vote at the Meeting.

We are continuously monitoring the current coronavirus pandemic. In light of rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, Shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local health department instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. In order to minimize group sizes and respect social distancing regulations, all Shareholders are urged to vote on the matters before the Meeting by proxy, which proxy can be submitted electronically or by mail as described in the accompanying Circular.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; (v) denying access to persons that do not have evidence of full vaccination or a negative COVID-19 rapid test result completed within 24 hours immediately prior to the Meeting, and (vi) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR. We strongly recommend you check the Company's SEDAR profile prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will not prepare or mail amended Meeting Proxy Materials.

***** PERSONS THAT DO NOT HAVE EVIDENCE OF FULL VACCINATION OR A NEGATIVE COVID-19 RAPID TEST RESULT COMPLETED WITHIN 24 HOURS IMMEDIATELY PRIOR TO THE MEETING WILL NOT BE GRANTED ACCESS TO ATTEND THE MEETING IN PERSON*****

Your vote is important regardless of the number of common shares of the Company you own. Shareholders who are unable to attend the Meeting in person are asked to sign, date and return the enclosed form of proxy relating to the common shares of the Company held by them in the envelope provided for that purpose or vote via telephone or internet (online) as specified in the proxy form.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered shareholder.

Shareholders who intend to attend the meeting via telephone conference must submit votes by Proxy ahead of the proxy deadline of 10:00 a.m. (Pacific Time) on Wednesday, October 27, 2021. Attendance by telephone conference allows Shareholders to listen to, but not to vote at, the Meeting.

*****DUE TO THE COVID 19 VIRUS, WE ARE REQUESTING THAT ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY AND AVOID ATTENDING THE MEETING IN PERSON*****

Dated at Vancouver, British Columbia, this 28th day of September, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Jeffrey J. Ciachurski"

Jeffrey J. Ciachurski
Chief Executive Officer and Director