

CAPTIVA VERDE WELLNESS CORP.

**632 Foster Ave
Coquitlam, British Columbia
V3J 2L7
Telephone: (949) 903-5906**

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Captiva Verde Wellness Corp. (the “**Company**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, by way of in-person/teleconference call, on Thursday, May 18, 2023 at 10:00 a.m., (Pacific Time).

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
US Toll Free: 1-855-282-6330
Attendee Access Code: 2633 955 1138

The Meeting is to be held for the following purposes:

1. To receive and consider the audited annual financial statements of the Company together with the auditor's report thereon and related management discussion and analysis for the year ended October 31, 2022.
2. To elect directors for the ensuing year.
3. To appoint Davidson & Company LLP as Auditor of the Company for the ensuing year, and to authorize the directors to fix the Auditor’s remuneration.
4. To consider and, if thought fit, to pass an ordinary resolution approving the continuation of the Company's 10% "rolling" stock option plan, as more particularly described in the information circular (the “**Information Circular**”) accompanying this notice.

The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice, and transact such other business as may properly come before the Meeting or any adjournment thereof. An Information Circular accompanies this Notice and contains details of the matters to be considered at the Meeting.

A copy of the audited annual financial statements for the year ended October 31, 2022, report of the auditor and related management discussion and analysis will be made available at the Meeting, and copies are available on SEDAR at www.sedar.com.

Registered shareholders who are unable to attend the Meeting in person and wish to ensure that their shares will be voted at the Meeting, must complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy.

If your shares are held in a brokerage account you are not a registered shareholder. Unregistered 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.

Due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak, we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in the Information Circular. At the date hereof, the Company intends to hold the Meeting at the location stated in this Notice of Meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company's profile on SEDAR at www.sedar.com.

DATED at Vancouver, British Columbia, this 19th day of April, 2023.

BY ORDER OF THE BOARD

“Jeffrey Ciachurski”

JEFFREY CIACHURSKI
Chief Executive Officer