

## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Shareholders’ Meeting**”) of the holders (collectively, the “**CSAC Shareholders**”) of (i) Class A Restricted Voting shares of CSAC (the “**CSAC Class A Restricted Voting Shares**”) and (ii) Class B shares of CSAC (the “**CSAC Class B Shares**”, and together with the CSAC Class A Restricted Voting Shares, the “**CSAC Shares**”) of Cannabis Strategies Acquisition Corp. (“**CSAC**”, the “**Corporation**” or “**our**”) is scheduled to be held at the offices of Stikeman Elliott LLP, 199 Bay Street, Commerce Court West, 53rd Floor, Toronto, Ontario M5L 1B9 on March 18, 2019 at 10:00 am (Toronto time), for the following purposes:

1. To consider, and, if thought advisable, to pass a special and ordinary resolution (the “**Transaction Resolution**”), the full text of which is set forth in Appendix “A” attached to the accompanying management information circular dated February 19, 2019 (the “**Circular**”), to:
  - a. approve CSAC’s qualifying transaction (the “**Transaction**”), pursuant to which, among other things, CSAC proposes to acquire LivFree Wellness, LLC, Washoe Wellness LLC, The Canopy NV, LLC, Sira Naturals, Inc. and Cannapunch of Nevada LLC (collectively, the “**Target Businesses**”) pursuant to the terms of the respective definitive purchase agreements in respect thereof (as they may be amended), which includes authorizing the issuance of up to 7,614,706 CSAC Class B Shares (to become subordinate voting shares of CSAC (the “**Subordinate Voting Shares**”) upon the effectiveness of the Continuance (as defined herein)) upon the exchange of the Exchangeable Shares of CSAC’s subsidiaries;
  - b. approve the amendment of the articles of CSAC to:
    - authorize and set the terms of the multiple voting shares of CSAC (the “**Multiple Voting Shares**”);
    - create a one-time right to elect to convert the then-outstanding CSAC Class B Shares into the Multiple Voting Shares (which would occur simultaneously with the closing of the acquisitions of the Target Businesses, immediately following the redemption of the CSAC Class A Restricted Voting Shares and immediately prior to the conversion of the non-redeemed CSAC Class A Restricted Voting Shares);
    - effective simultaneously with the closing of the acquisitions of the Target Businesses, change the designation of the CSAC Class B Shares into Subordinate Voting Shares and add applicable coat-tail terms (with the result that, immediately following the closing of the acquisitions of the Target Businesses, the non-redeemed CSAC Class A Restricted Voting Shares will be converted into Subordinate Voting Shares); and
    - eliminate and remove the CSAC Class A Restricted Voting Shares from the authorized capital of CSAC once there are no more CSAC Class A Restricted Voting Shares issued and outstanding as a result of their redemption and/or conversion into Subordinate Voting Shares; and
  - c. authorize CSAC to continue (the “**Continuance**”) from a company under the *Business Corporations Act* (Ontario) to a company under the *Business Corporations Act* (British Columbia), which includes authorization for the directors and auditors immediately following the Continuance to be as set forth in the accompanying Circular as well as the authorization of a notice of articles and articles which will provide, all as described in the accompanying Circular, for:
    - a name change to “CSAC Cannabis Strategies Acquisition Corp.” (or such other name as may be selected by the board of directors of CSAC prior to the Continuance);
    - an authorized capital consisting solely of an unlimited number of Multiple Voting Shares and Subordinate Voting Shares;
    - constrained share provisions;

- advance notice provisions;
- forum selection provisions; and
- the ability of the board of directors of CSAC to determine the number of directors from time to time.

**The Transaction Resolution will be required to be approved by: (i) a special resolution of the holders of CSAC Class A Restricted Voting Shares; (ii) a special resolution of the holders of CSAC Class B Shares (which has already been obtained); (iii) an ordinary resolution of the minority holders of CSAC Class A Restricted Voting Shares (i.e., other than those held by holders of CSAC Class B Shares and other persons not permitted to vote thereon under Ontario Securities Commission Rule 56-501 – *Restricted Shares*); (iv) an ordinary resolution of all CSAC Shareholders, voting together as if they were a single class of shares; and (v) a special resolution of all CSAC Shareholders, voting together as if they were a single class.**

**The Transaction Resolution will, upon closing of the Transaction, (i) result in the holders of all Multiple Voting Shares of the Ontario company holding similar Multiple Voting Shares (on a one-for-one basis) of the British Columbia company and in the holders of all Subordinate Voting Shares of the Ontario company holding similar Subordinate Voting Shares (on a one-for-one basis) of the British Columbia company, and (ii) will also provide that the initial auditors of the British Columbia company will be MNP LLP and that the directors are authorized to fix the remuneration thereof.**

2. To consider, and, if thought advisable, to pass an ordinary resolution (the “**Equity Incentive Plan Resolution**”), the full text of which is set forth in Appendix “B” attached to the accompanying Circular, to approve, conditional on the closing of the Transaction, the proposed Equity Incentive Plan, which includes authorizing the grant of rights to acquire up to 5,100,000 Subordinate Voting Shares.

**The Equity Incentive Plan Resolution will be required to be approved by an ordinary resolution of all CSAC Shareholders, voting together as if they were a single class of shares.**

3. To transact such further or other business as may properly come before the Shareholders’ Meeting or any adjournment(s) or postponement(s) thereof.

The record date for the determination of registered CSAC Shareholders entitled to receive notice of and to vote at the Shareholders’ Meeting is the close of business on January 17, 2019 (the “**Record Date**”). Only CSAC Shareholders whose names have been entered in the register of CSAC Shareholders as of the close of business on the Record Date will be entitled to receive notice of and to vote their CSAC Shares at the Shareholders’ Meeting. This notice of special meeting of CSAC Shareholders is accompanied by the Circular and a form of proxy (for registered shareholders) or a voting instruction form (for beneficial shareholders).

As a result of the foregoing, among other things, all CSAC Class A Restricted Voting Shares in respect of which valid notices of redemption in respect of the Transaction have been deposited by the Redemption Deadline (as defined in the Circular) and not withdrawn will be redeemed by CSAC effective immediately prior to the closing of the Transaction (the “**Effective Time**”), and, upon receipt by each such CSAC Shareholder of the redemption amount for their CSAC Class A Restricted Voting Shares in accordance with the constating documents of CSAC, each such redeeming CSAC Shareholder shall cease to have any rights as a registered CSAC Shareholder, and such CSAC Class A Restricted Voting Shares shall be cancelled and cease to be outstanding.

The specific details of the matters proposed to be put before the Shareholders Meeting are set forth in the Circular accompanying this Notice. The full text of the Transaction Resolution and the Equity Incentive Plan Resolution are set out in Appendices “A” and “B”, respectively, to the Circular. A form of proxy or voting instruction form also accompanies this Notice.

**If the Transaction Resolution is not approved by the registered CSAC Shareholders at the Shareholders’ Meeting, the Equity Incentive Plan Resolution will not be proceeded with at the Shareholders’ Meeting.**

A registered CSAC Shareholder may attend the Shareholders' Meeting in person or may be represented by proxy. If you are a registered CSAC Shareholder and you are unable to attend the Shareholders' Meeting in person, we encourage you to vote by completing the enclosed form of proxy or, alternatively, electronically or by telephone, in each case in accordance with the enclosed instructions. Voting by proxy will not prevent you from voting in person if you attend the Shareholders' Meeting and will ensure that your vote will be counted if you are unable to attend. A proxy will not be valid for use at the Shareholders' Meeting unless the completed form of proxy is deposited at the offices of CSAC's transfer agent, Odyssey Trust Company, at 350 – 300 5<sup>th</sup> Avenue SW, Calgary, Alberta T2P 3C4, Attention: Proxy Department prior to 10:00 am on March 14, 2019 or, if the Shareholders' Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the reconvening of the Shareholders' Meeting. A person appointed as a proxyholder need not be a shareholder.

If you are a non-registered CSAC Shareholder, please refer to the section in the Circular entitled "*General Proxy Information — Advice to Beneficial CSAC Shareholders*" as well as the instructions set out in the voting instruction form or other instructions received from your financial intermediary for information on how to vote your CSAC Shares.

**Registered holders of CSAC Class A Restricted Voting Shares have the right to redeem all or a portion of their CSAC Class A Restricted Voting Shares in accordance with their terms, provided that they deposit (or in the case of non-registered shareholders, instruct the applicable participant in the depository, trading, clearing and settlement systems administered by CDS Clearing and Depository Services Inc. ("CDS") to cause CDS to deposit their shares for redemption prior to 5:00 p.m. (Toronto time) on March 11, 2019, or if the Shareholders' Meeting is adjourned or postponed, prior to 5:00 pm (Toronto time) on the fifth business day before the date of the adjourned or postponed meeting. Notwithstanding the foregoing redemption right, no registered holder of CSAC Class A Restricted Voting Shares, together with any affiliate of such holder or other person with whom such holder or affiliate is acting jointly or in concert, will be permitted to redeem more than an aggregate of 15% of the number of CSAC Class A Restricted Voting Shares issued and outstanding.**

**Registered CSAC Shareholders have been provided with the right to dissent in respect of the Transaction Resolution in the manner provided in section 185 of the *Business Corporations Act* (Ontario) ("Dissent Rights"). If the Continuance becomes effective, a registered CSAC Shareholder who dissents in respect of the Transaction Resolution (a "Dissenting CSAC Shareholder") is entitled to be paid the fair value of such Dissenting CSAC Shareholder's CSAC Shares, provided that such Dissenting CSAC Shareholder has delivered to CSAC a written objection to the Transaction Resolution not later than the date of the Shareholders' Meeting and has otherwise complied strictly with the dissent procedures described in the Circular, including the relevant provisions of Section 185 of the OBCA.**

**Given the presence of the redemption rights attached to the CSAC Class A Restricted Voting Shares, which are substantially simpler than the Dissent Rights procedurally, and given that CSAC believes that the two rights would ultimately provide equivalent value, it is NOT recommended that CSAC Shareholders exercise the Dissent Rights without careful consideration. In addition, given that the market price of the CSAC Class A Restricted Voting Shares is, at the date of the mailing of the Circular, substantially in excess of the expected redemption price of C\$10.05 per CSAC Class A Restricted Voting Share, any exercise of either the redemption rights or the Dissent Rights should be very carefully considered.**

DATED at Toronto, Ontario, this 19<sup>th</sup> day of February, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Jonathan Sandelman"

Jonathan Sandelman  
Chairman, Chief Executive Officer and Corporate Secretary