

PLANT&CO. BRANDS LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of holders (the “**VEGN Shareholders**”) of common shares (the “**VEGN Shares**”) of Plant&Co. Brands Ltd. (“**Plant&Co**” or the “**Company**”) will be held at Suite 400, 1681 Chestnut Street, Vancouver, British Columbia, at 11:00 a.m. (Pacific Time) on Thursday, September 2, 2021 for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2020, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended December 31, 2020;
2. To fix the number of directors for the ensuing year at five (5);
3. To elect directors of the Company for the ensuing year;
4. To re-appoint Dale Matheson Carr-Hilton Labonte, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To approve a new 15% rolling stock option plan of the Company, as more particularly described in the accompanying management information circular (the “**Circular**”);
6. To pass, with or without amendment, a special resolution (the “**Arrangement Resolution**”) to approve an arrangement (the “**Arrangement**”) under section 288 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), the full text of which resolution is set forth in Appendix A to, and all as more particularly described in, the accompanying Circular; and
7. To consider other matters, including without limitation such amendments or variations to the foregoing matters, as may properly come before the Meeting or any adjournment thereof.

The full text of the Arrangement Resolution and the Arrangement Agreement (as defined in the Circular) are set out in Appendices A and B, respectively, to the Circular and provides additional information relating to the subject matters of the Meeting, including the Arrangement, and is deemed to form part of this Notice of Meeting.

Registered VEGN Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their VEGN 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 BCBCA. The right to dissent is described in the section of the Circular entitled *The Arrangement - Dissenting Holders’ Rights* and the text of the Interim Order is set out in Appendix C to the Circular. **Failure to comply strictly with the requirements set forth in the Plan of Arrangement and sections 237 to 247 of the BCBCA 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 VEGN Shareholders of record at the close of business on Thursday, July 22, 2021 will be entitled to receive notice of and vote at the Meeting.

Your vote is important regardless of the number of VEGN Shares that you own. If you are a registered VEGN Shareholder and are unable to be present in person at the Meeting, we encourage you to vote by completing the enclosed form of proxy.

You should specify your choice by marking the box on the enclosed form of proxy and by dating, signing and returning your proxy in the enclosed return envelope addressed to Endeavor Trust Corporation, Suite 702 - 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, by fax number 604.559.8908 or by email proxy@endeavortrust.com no later than 11:00 a.m. (Pacific Time) on Tuesday, August 31, 2021 unless the chair elects to exercise his discretion to accept proxies received subsequently. Please do this as soon as possible. Voting by proxy will not prevent you from voting in person if you attend the Meeting and revoke your proxy but will ensure that your vote will be counted if you are unable to attend.

Registered VEGN Shareholders may also vote using the internet at www.eproxy.ca.

If you are not registered as the holder of your VEGN Shares but hold your VEGN Shares through a broker or other intermediary, you should follow the instructions provided by your broker or other intermediary to vote your VEGN Shares. See *General Proxy Information – Beneficial Shareholders* in the accompanying Circular for further information on how to vote your VEGN Shares.

Dated at Vancouver, British Columbia, this 22nd day of July, 2021.

PLANT&CO. BRANDS LTD.

“Shawn Moniz”

Shawn Moniz, CEO