



HAPPY BELLY FOOD GROUP INC.

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON MONDAY, DECEMBER 19, 2022

You are receiving this notification because **Happy Belly Food Group Inc.** (the “**Company**”) has opted to use the “**notice and access**” model for the delivery of its management information circular (the “**Information Circular**”) to the holders (the “**Shareholders**”) of common shares in the capital of the Company in respect of its annual general meeting of Shareholders to be held on **Monday, December 19, 2022 at 10:00 am PT** (the “**Meeting**”).

Under “notice and access” instead of receiving paper copies of the Information Circular, Shareholders are receiving this notice with information on how to access the Information Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly and more economical. It reduces the Company’s paper use and it also reduces the Company’s printing and mailing costs.

MEETING DATE AND LOCATION

WHEN: Monday, December 19, 2022 at 10:00 am PT

WHERE: Zoom
<https://us06web.zoom.us/j/7202709618?pwd=WFNpa0J0ZHpPRzViQ3dMM3RRVUM1UT09>
Meeting ID: 720 270 9618
Passcode: 2021

The Meeting will be held in virtual format only. Shareholders are encouraged to exercise their voting rights by mail, fax or internet in advance of the Meeting.

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- **Setting Number of Directors at five (5) – *Setting Number of Directors***
- **Election of Directors – *Election of Directors***
- **Appointment of Auditor – *Appointment of Auditor***
- **Re-Approval of Stock Option Plan – *Re-Approval of Stock Option Plan***
- **Other Business.**

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.

WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED:

The Information Circular can be viewed online under the Company's profile at www.sedar.com or on the Company's website at happybellyfg.com.

The Financial Statement Request Card is included with the proxy and voting instruction form.

HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

Shareholders may request paper copies of the Information Circular and other meeting materials, including the audited financial statements of the Company for the year ended December 31, 2021 and the report of the auditors thereon and related Management's Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests by email to info@plantandco.com or by calling 833.375.2682. Requests may be made up to one year from the date the Information Circular was filed on SEDAR.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received **no later than December 12, 2022**. The Information Circular will be sent to such Shareholders within three (3) business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request. **Requests must be made by email info@plantandco.com or by calling 833.375.2682.**

VOTING

YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy, which is by **10:00 PT on Thursday, December 15, 2022:**

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| INTERNET: | Go to www.eproxy.ca and follow the instructions. |
| FACSIMILE: | Fax to Endeavor Trust Corporation at 604-559-8908. |
| MAIL: | Complete the form of proxy or any other proper form of proxy, sign it and mail it to:

Endeavor Trust Corporation
Suite 702, 777 Hornby Street
Vancouver, BC V6Z 1S4 |

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

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| INTERNET: | Go to proxyvote.com and follow the instructions. |
| MAIL: | Complete the voting instruction form, sign it and mail it in the envelope provided. |

Shareholders with questions about notice and access can call toll free at 1-888-787-0888.
