



HAPPY BELLY FOOD GROUP INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders of common shares of **Happy Belly Food Group Inc.** (the “**Company**”) will be held on **Thursday, December 28, 2023 at 9:00 am PT** for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2022, the auditor’s reports thereon and the management’s discussion and analysis for the financial year ended December 31, 2022;
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 Buchanan Barry LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To re-approve the 15% rolling stock option plan of the Company, as more particularly described in the accompanying management information circular (the “**Circular**”);
6. To re-approve the fixed restricted share unit plan of the Company, as more particularly described in the accompanying Circular; and
7. To transact such other business as may properly come before the Meeting or at any adjournment thereof.

Accompanying this notice is the Circular. The Circular contains details of matters to be considered at the Meeting.

The Meeting will be held in **virtual only format**, which will be conducted via Microsoft Teams. Registered shareholders and validly appointed proxyholders may attend the Meeting at:

Meeting Link: <https://www.microsoft.com/en-ca/microsoft-teams/join-a-meeting>
Meeting ID: 265 402 188 463
Passcode: xj2zew

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it by hand, by mail or by fax in accordance with the instructions set out in the form of proxy and in the Circular accompanying this Notice of Meeting.

Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Circular to ensure that their common shares will be voted at the Meeting.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of Proxy, you should contact Endeavor Trust Corporation at 604-559-8880.

DATED at Vancouver, British Columbia, this 10th day of November, 2023.

HAPPY BELLY FOOD GROUP INC.

“Shawn Moniz”

Shawn Moniz,
CEO