



TRANSCANNA HOLDINGS INC.

2020 ANNUAL GENERAL MEETING

**Notice of Annual General Meeting of Shareholders
and
Management Information Circular**

Place: Virtual Meeting – on Zoom
Time: 10:00 a.m. Pacific Time
Date: December 16, 2020

TransCanna Holdings Inc.
403 – 850 Harbourside Drive
North Vancouver, British Columbia V7P 0A3
Canada

NOTICE OF 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2020 annual general meeting (the "Meeting") of the shareholders of **TransCanna Holdings Inc.** (the "Company") will be held on December 16, 2020 at the hour of 10:00 a.m. (Vancouver time). To mitigate risks to the health and safety of our shareholders, employees, communities and other stakeholders related to COVID-19, and in order to comply with federal, provincial and municipal restrictions that are or may be imposed in connection with the COVID-19 mitigation efforts, the Meeting will take place online only via a virtual meeting portal through which you can listen to the Meeting and submit questions. The Meeting will be held for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended November 30, 2019 (with comparative statements relating to the preceding fiscal period) together with the report of the auditor thereon. See "*Financial Statements and MD&A*" in the Circular (as defined below);
2. To appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditors of the Company and to authorize the directors to fix the 'auditors' remuneration. See "*Appointment of Auditor*" in the Circular;
3. To determine the number of directors to be elected to the board at four (4);
4. To elect directors. See "*Election of Directors*" in the Circular;
5. To approve an ordinary resolution approving the 'Company's stock option plan. See "*Particulars of Matters to be Acted Upon – A. Approval of Incentive Stock Option Plan*" in the Circular;
6. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The details of all matters proposed to be put before the shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The directors of the Company have fixed November 2, 2020 as the record date for the Meeting (the "Record Date"). Only shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Odyssey Trust Company. Proxies must be completed, dated, signed and returned to Odyssey Trust Company (Vancouver Office), at 323 – 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2 or at Odyssey Trust Company (Calgary Office), 350 - 300 5th Avenue SW, Calgary AB T2P 3C4 by 4:00 p.m. PST (Vancouver time) on December 14, 2020, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Internet voting can be completed at <http://odysseytrust.com/Transfer-Agent/Login>, and mailing voting can be completed at Odyssey Trust Company, Stock Exchange Tower, 350 - 300 5th Avenue SW, Calgary AB, T2P 3C4. Late proxies may be accepted or rejected by the Chairman of the Meeting at his/her discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

If you are a non-registered shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

ZOOM MEETING DETAILS:

In order to dial into the Meeting within Canada, shareholders can phone 1 778 907 2071 or in the United States, shareholders can phone 1 669 900 6833 and enter the Meeting ID and Password noted below.

Alternatively, you can find your local number at: <https://zoom.us/j/96421393292>

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link:

<https://zoom.us/j/96421393292?pwd=T2cyMmZENWxNNmFwOVRZclVqamFBUT09>

Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 964 2139 3292

Passcode: 260891

Shareholders are asked to log into the Meeting with their First and Last Names.

DATED at Vancouver, British Columbia, this 7th day of November, 2020.

BY ORDER OF THE BOARD

"Stephanie Wesik" (signed)

Stephanie Wesik, President