

**NOTICE OF ANNUAL GENERAL AND
SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the shareholders of **TransCanna Holdings Inc.** (the “**Company**”) will be held on April 28, 2023 at the hour of 10:00 a.m. (Vancouver time) at 217 Daly Avenue, Modesto, California. 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, 2021 (with comparative statements relating to the preceding fiscal period) together with the report of the auditor thereon. See “*Financial Statements*” in the Circular (as defined below);
2. To appoint BF Borgers, Certified Public 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 three (3);
4. To elect directors. See “*Election of Directors*” in the Circular;
5. To consider, and if deemed advisable, to pass, without or without variation, a special resolution (the “**Transaction Resolution**”), the full text of which is set out in Appendix “A-1” to the accompanying management information circular (the “**Circular**”), approving the transfer of substantially all of the assets or undertaking of the Company in compliance with section 301(1)(b) of the *Business Corporations Act* (British Columbia), all as more particularly described in the Circular;
6. To consider, and if deemed advisable, to pass, without or without variation, a resolution (the “**Call Option Resolution**”), the full text of which is set out in Appendix “A-1” to the Circular, ratifying the entering into of a certain call option agreement and approving the performance of the Company’s obligations thereunder, all as more particularly described in the Circular; and
7. 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 Circular. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The directors of the Company have fixed March 14, 2023 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 350 – 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2 by 10:00 a.m. PST (Vancouver time) on April 26, 2023, 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. Mailing voting can be completed at Odyssey Trust Company, 350 – 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2. Late proxies may be accepted or rejected by the Chairman of the Meeting at his 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.

<p>IF THE TRANSACTION RESOLUTION AND CALL OPTION RESOLUTION ARE NOT APPROVED AT THE MEETING, THE COMPANY’S SUBSIDIARIES ARE SUBJECT TO FORECLOSURE BY ITS SECURED CREDITOR.</p>
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DATED at Vancouver, British Columbia, this 29th day of March, 2023.

BY ORDER OF THE BOARD OF DIRECTORS OF
TRANSCANNA HOLDINGS INC.

“Bob Blink”

Bob Blink, Chief Executive Officer and Director