



Royal Centre, Suite 1750 –
1055 West Georgia St.,
Vancouver,
B.C. V6E 3P3
ir@herbaldispatch.com
CSE: HERB

**NOTICE OF AVAILABILITY OF PROXY MATERIALS FOR THE
ANNUAL GENERAL AND SPECIAL MEETING
OF
HERBAL DISPATCH INC.**

Meeting Date and Time: December 16, 2024, at 10:00 am (Pacific Standard Time)

Location: Via Zoom Meetings and at the Company's registered and records office located at Royal Centre, Suite 1750 – 1055 West Georgia Street, Vancouver, British Columbia

Please be advised that the proxy materials for the above noted securityholder meeting are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the information circular and other proxy materials available online prior to voting. These materials are available at:

<https://herbaldispatch.com/pages/investor>

OR

<https://www.sedarplus.ca/landingpage/>

Obtaining Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies must be received by **Thursday, December 5, 2024**, in order to receive the paper copy in advance of the meeting. Shareholders may request to receive a paper copy of the Materials for up to one year from the date the Materials were filed on www.sedar.com.

For more information regarding notice-and-access or to obtain a paper copy of the Materials you may contact our transfer agent, Odyssey Trust Company, via <https://odysseytrust.com/ca-en/help/> or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

Notice of Meeting

The resolutions to be voted on at the meeting, described in detail in the Management Information Circular (the “**Circular**”), are as follows:

1. **FINANCIAL STATEMENTS:** To receive and consider the consolidated audited financial statements of the Company for the fiscal year ended December 31, 2023, together with notes and the independent auditor's report thereto. See section entitled “*Financial Statements*” in the Circular.
2. **FIX THE NUMBER OF DIRECTORS:** to fix the number of Directors of the Company at three. See the section entitled “*Election of Directors*” in the Circular.
3. **ELECTION OF DIRECTORS:** to elect three Directors of the Company for the ensuing year. See the section entitled “*Election of Directors – Management Nominees*” in the Circular.

4. **APPOINTMENT AND REMUNERATION OF AUDITORS:** to appoint Kingston Ross Pasnak LLP, as auditor of the Company for the ensuing year and to authorize the Directors to fix their remuneration. See the section entitled “*Appointment of Auditor*” in the Circular.
5. **APPROVAL OF THE COMPANY’S 2017 STOCK INCENTIVE PLAN:** to pass an ordinary resolution providing the required annual approval of the Company’s 2017 Incentive Stock Option Plan. See the section entitled “*Particulars of Matters to be Acted Upon – Annual Approval of 2017 Incentive Stock Option Plan*” in the Circular.
6. **APPROVAL OF AMENDMENT TO 0971289 UNSECURED CONVERTIBLE DEBENTURE:** to pass an on ordinary resolution of disinterested shareholders of the Company (those shareholders other than 0971289 B.C. Ltd., Drew Malcolm, and related affiliates (collectively “0971289”) approving an amendment to the unsecured convertible debenture as entered into by the Company and 0971289 on May 15, 2020, and as amended on May 15, 2023, and December 13, 2023, respectively. See the section entitled “*Particulars of Matters to be Acted Upon – Approval of Amendments to Unsecured Convertible Debentures – 0971289 Unsecured Convertible Debenture*” in the Circular.
7. **APPROVAL OF AMENDMENT TO HERB DHALIWAL UNSECURED CONVERTIBLE DEBENTURE:** to pass an ordinary resolution of disinterested shareholders of the Company (those shareholders other than Herb Dhaliwal and related affiliates (collectively “Mr. Dhaliwal”) approving the amendment to an unsecured convertible debenture as entered into by the Company and Mr. Dhaliwal on December 13, 2023. See the section entitled “*Particulars of Matters to be Acted Upon – Approval of Amendments to Unsecured Convertible Debentures – Herb Dhaliwal Unsecured Convertible Debenture*” in the Circular.
8. **OTHER BUSINESS:** to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Voting

To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received **by 10:00 am (Pacific Standard Time) on Thursday, December 12, 2024.**

Stratification

The Issuer is providing paper copies of its Management Information Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

Annual Financial Statements

The Issuer is providing paper copies or emailing electronic copies of its annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method.