

**BEVCANNA ENTERPRISES INC.**  
PO Box 33957 Vancouver D CSC  
Vancouver, British Columbia V6J 4L7

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of BevCanna Enterprises Inc. (the “**Company**”) which will be held at the offices of Suite 900 – 885 West Georgia Street, Vancouver, British Columbia V6C 3H1 on Tuesday, February 6, 2024, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal years ended December 31, 2021 and December 31, 2022, and the accompanying reports of the auditors;
- (2) to set the number of directors of the Company at four (4);
- (3) to elect Marcello Leone, John Campbell, Martino Ciambrelli, and Howard Blank as directors of the Company;
- (4) to ratify the appointment of GreenGrowth CPAs Inc., Chartered Professional Accountants (“**GreenGrowth**”), as auditors of the Company for the financial year ended December 31, 2022 and to ratify the remuneration that was paid to the auditors of the Company for the financial year ended December 31, 2022;
- (5) to appoint GreenGrowth CPAs Inc., Chartered Professional Accountants as the auditors of the Company for the fiscal year ending December 31, 2023;
- (6) to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending December 31, 2023;
- (7) to authorize the Company to make application to the Supreme Court of British Columbia pursuant to Section 229 of the *Business Corporations Act*, British Columbia, for rectification of any omissions, defects, errors or irregularities that have occurred in the conduct of the business or affairs of the Company including the failure of the Company to hold an annual general meeting during the calendar year 2022 and distribute interim and annual financial statements for that year;
- (8) to consider and, if thought fit, to pass an ordinary resolution (not including votes attaching to securities beneficially owned by related persons (as such term is defined in National Instrument 45-106 *Prospectus Exemptions*)) to whom securities may be issued as compensation or under the Company’s Equity Incentive Plan), to ratify, confirm and approve the adoption of the Omnibus Equity Incentive Plan, as described in the accompanying Management Information Circular (the “**Information Circular**”) and the granting of equity awards thereunder in an amount up to 15% of the Company’s total number of issued and outstanding common shares from time to time;

- (9) to consider and, if thought fit, to pass a special resolution authorizing the Company to consolidate the issued and outstanding common shares of the Company on the basis of up to twenty (20) pre-consolidation common shares for one (1) post-consolidation common share, as more particularly described in the Information Circular; and
- (10) to transact such further or other business as may properly be brought before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Company has fixed January 3, 2024, as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

In view of COVID-19, the Company encourages shareholders to vote prior to the Meeting.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 8th day of January 2024.

By Order of the Board of Directors of

**BEVCANNA ENTERPRISES INC.**

“*Marcello Leone*”

Marcello Leone  
Chief Executive Officer and Director

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING,  
PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN  
THE ENVELOPE PROVIDED.**