

NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Meeting**") of the shareholders of Optimi Health Corp. ("**Optimi**" or the "**Corporation**") will be held at 330 - 1122 Mainland Street, Vancouver, B.C., V6B 5L1 on Thursday, February 24, 2022 at 10:00 AM (Pacific Standard Time), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the years ended September 30, 2020 and September 30, 2021 and the report of the auditors thereon.
2. to fix the number of directors of the Corporation to be elected at the Meeting at five (5);
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint Smythe LLP, Chartered Professional Accountants, as auditor to hold office until the next annual meeting of shareholders at a remuneration to be fixed by the board of directors;
5. to consider and, if deemed advisable, pass, with or without amendment, an ordinary resolution, the full text of which is set out in the accompanying management information circular (the "**Information Circular**"), ratifying, adopting and re-approving the 15% rolling equity incentive plan of the Corporation and authorizing the Corporation's board of directors to make any amendments thereto that may be required for the purpose of obtaining the approval of applicable securities regulatory authorities or stock exchanges; and
6. to transact such other business as may properly come before the Meeting.

Information relating to matters to be acted upon by the shareholders at the Meeting is set forth in the accompanying Information Circular.

Shareholders are requested to date, sign and return the accompanying instrument of proxy or appropriate form of proxy, in accordance with the instructions set forth in the accompanying Information Circular. An instrument of proxy will not be valid unless it is deposited at the offices of Endeavor Trust Corporation ("**Endeavor Trust**"), 702 - 777 Hornby Street, Vancouver, B.C., V6Z 1S4, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, or adjournment or postponements thereof at which the proxy is to be used.

The Corporation may take any additional precautionary measures that it considers necessary in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (a) holding the Meeting virtually or by providing a webcast of the Meeting; (b) hosting the Meeting solely by means of remote communication; (c) changing the Meeting date and/or changing the means of holding the Meeting; (d) denying access to persons who exhibit cold or flu-like symptoms or who have or have been in contact with someone who has travelled outside of Canada within the fourteen (14) days immediately prior to the Meeting; and (e) such other measures as may be recommended by public health authorities in connection with gatherings of persons, such as the Meeting. Should we determine that changes to the Meeting are required, we will announce these changes by news release, which will be filed on SEDAR. Optimi recommends that you view its SEDAR profile prior to the Meeting for the most current information. The Corporation does not intend to prepare or mail amended proxy and Meeting materials if changes are required to the format of the Meeting.

Only shareholders of record as at the close of business on January 18, 2022 will be entitled to receive notice of and vote for the Meeting.

DATED at Vancouver, British Columbia as of January 18, 2022.

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ "Bill Ciprick"

Bill Ciprick
Chief Executive Officer