

## 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 as a virtual shareholders' meeting via Zoom webcast at <https://zoom.us/join>, and Zoom audio conference at 1.778.907.2071, Meeting ID: 890 2272 3199 and Passcode: 744448, on Monday, January 9, 2023 at 9:00 AM (Pacific), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the year ended September 30, 2022 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 has made arrangements to hold the Meeting as a completely virtual meeting, which will be conducted via live webcast and audio conference, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with directors and management of the Corporation as well as other shareholders. Shareholders will not be able to attend the Meeting in person, we strongly encourage you to vote by proxy in advance of the Meeting. Registered shareholders and duly appointed proxyholders will be able to vote at the Meeting, in accordance with instructions provided by the Chair at the Meeting, if such registered shareholders and duly appointed proxyholders attend via webcast so identity can be verified. Registered shareholders and duly appointed proxyholders participating via webcast will be asked to identify themselves before the beginning of the Meeting. Beneficial shareholders (being shareholders who hold their securities through a broker, investment dealer, bank, trust company, custodian, nominee, or other intermediary) who have not duly appointed themselves as proxyholders will be able to attend, but will not be able to vote at the Meeting.

Only shareholders of record as at the close of business on December 5, 2022 will be entitled to receive notice of and vote for the Meeting.

**DATED** at Vancouver, British Columbia as of December 5, 2022.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*"/s/ JJ Wilson"*

JJ Wilson  
Chair of the Board