

## NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders (the “**SVS Shareholders**”) of subordinate voting shares (the “**SVS**”), and the holders (the “**MVS Shareholders**” and, together with the SVS Shareholders, the “**Shareholders**”) of multiple voting shares (the “**MVS**”, and together with the SVS, the “**PODA Shares**”) of PODA Holdings, Inc. (“**PODA**” or the “**Company**”) will be held at the offices of DLA Piper (Canada) LLP, Suite 2800, Park Place 666 Burrard St, Vancouver, British Columbia, Canada, on June 22, 2022 at 1:30 pm (Pacific time) for the following purposes:

1. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**Sale Resolution**”), the full text of which is set forth in Appendix “A” to the accompanying management information circular (the “**Circular**”), approving the sale of all or substantially all of the undertaking of the Company (the “**Sale Transaction**”) in accordance with the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), as contemplated by the asset purchase agreement dated May 13, 2022 (as may be subsequently amended, supplemented or otherwise modified, the “**Asset Purchase Agreement**”) entered into among the Company, Ryan Selby, Ryan Karkairan (together, the “**Owners**”), and Altria Client Services LLC;
2. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**SVS Amendment Resolution**”), the full text of which is set forth in Appendix “B” to the accompanying Circular, approving the alteration of PODA’s Articles to vary the special rights and restrictions with respect to participation in returns of capital and dividends attached to the SVS, contingent upon adoption of the Sale Resolution and the MVS Amendment Resolution;
3. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**SVS Capital Reduction Resolution**”), the full text of which is set forth in Appendix “C” to the accompanying Circular, approving the reduction in the capital of the SVS to facilitate the distribution of a portion of the net proceeds received by PODA from the Sale Transaction as a return of capital, contingent upon adoption of the Sale Resolution, the Amendment Resolutions and the MVS Capital Reduction Resolution;
4. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**MVS Amendment Resolution**”, and together with the SVS Amendment Resolution, the “**Amendment Resolutions**”), the full text of which is set forth in Appendix “D” to the accompanying Circular, approving the alteration of PODA’s Articles to vary the special rights and restrictions with respect to participation in returns of capital and dividends attached to the MVS, contingent upon adoption of the Sale Resolution and the SVS Amendment Resolution;
5. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**MVS Capital Reduction Resolution**” and together with the Sale Resolution, the SVS Capital Reduction Resolution, and the Amendment Resolutions, the “**Resolutions**”), the full text of which is set forth in Appendix “E” to the accompanying Circular, approving the reduction in the capital of the MVS to facilitate the distribution of a portion of the net proceeds received by PODA from the Sale Transaction as a return of capital, contingent upon adoption of the Sale Resolution, the Amendment Resolutions and the SVS Capital Reduction Resolution; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The Circular accompanying this Notice provides additional information relating to the matters to be brought before the Meeting, including the Sale Transaction. A copy of the Asset Purchase Agreement is available on the Company’s profile at [www.sedar.com](http://www.sedar.com).

The Company’s board of directors (the “**PODA Board**”) unanimously (with the exception of Messrs. Selby and Karkairan, who declared their interest in the transactions contemplated by the Asset Purchase Agreement as the Owners and abstained from voting in respect of the Sale Resolution) recommends that Shareholders vote **FOR** the

resolutions described above. It is a condition of the consummation of the Sale Transaction, and any Return of Capital, that the Sale Resolution is adopted at the Meeting.

The PODA Board fixed May 18, 2022, as the record date for the Meeting (the “**Record Date**”). Shareholders of record at the close of business on the Record Date are entitled to notice of the Meeting and to vote thereat or at any adjournment or postponement thereof on the basis of: (i) one vote for each SVS held; and (ii) 1,000 votes for each MVS held.

To be adopted: (i) the Sale Resolution must be approved by at least 66⅔% of the votes cast by Shareholders, present in person or represented by proxy and entitled to vote at the Meeting, voting together as a single class, (ii) the SVS Amendment Resolution and the SVS Capital Reduction Resolution must each be approved by at least 66⅔% of the votes cast by SVS Shareholders, and (iii) the MVS Amendment Resolution and the MVS Capital Reduction Resolution must each be approved by at least 66⅔% of the votes cast by MVS Shareholders, in each case present in person or represented by proxy and entitled to vote at the Meeting. Abstentions and broker non-votes will not have any effect on the approval of any Resolution.

### **Meeting Format and Voting**

The Meeting is being held at the offices of DLA Piper (Canada) LLP, Suite 2800, Park Place 666 Burrard St, Vancouver, British Columbia, Canada, at 1:30 pm (Pacific time) on June 22, 2022. The Company intends to hold the Meeting in person, and there will be no opportunity for Shareholders to participate via other mediums. We encourage Shareholders to vote their PODA Shares prior to the Meeting by any of the means described in the Circular. Please refer to the sections titled “*General Proxy Information*” and “*How to Vote Your Shares*” in the Circular for details on how to vote at the Meeting.

The Company reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak, including changing the Meeting date, time, location and/or means of holding the Meeting. Such changes will be announced by way of press release. Shareholders are advised to monitor the Company’s website at <https://poda-holdings.com> or the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com), where copies of such press releases, if any, will be posted. Shareholders are advised to check the Company’s website regularly for the most current information. The Company does not intend to prepare an amended Circular in the event of changes to the Meeting format.

No Shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person.

Registered holders of PODA Shares (“**Registered Shareholders**”) and duly appointed proxyholders are entitled to vote at the Meeting either by attending in person or by submitting a form of proxy, as described in the Circular under the headings, “*General Proxy Information*” and “*How to Vote Your Shares*”.

Beneficial Shareholders who hold their PODA Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary (“**Non-Registered Shareholders**”) who have not duly appointed themselves as proxyholder will be able to attend the Meeting but will not be able to vote at the Meeting. Registered Shareholders may attend, participate in and vote at the Meeting or may be represented by proxy.

Shareholders who wish to appoint a third-party proxyholder to represent them at the Meeting (including Non-Registered Shareholders who have appointed themselves as proxyholder to attend, participate in or vote at the Meeting) **MUST** submit their duly completed proxy or voting instruction form, as applicable, in advance of the proxy cut-off at 1:30 PM (Pacific time) on June 20, 2022.

If you are a Registered Shareholder and are unable to attend the Meeting in person, please exercise your right to vote by completing, signing, dating and returning the applicable accompanying form of proxy to Endeavor Trust Corporation, the registrar and transfer agent of the Company as soon as possible, so that as large a representation as possible may be had at the Meeting. To be valid, completed proxy forms must be signed, dated and deposited with Endeavor Trust Corporation using one of the following methods:

<b>By Mail or Hand Delivery:</b>	Endeavor Trust Corporation 702 – 777 Hornby Street Vancouver, BC V6Z 1S4
<b>Facsimile:</b>	604-559-8908
<b>Email:</b>	proxy@endeavortrust.com
<b>Online:</b>	As listed on Form of Proxy or Voter Information Card

Proxies must be deposited with Endeavor Trust Corporation not later than 1:30 PM (Pacific time) on June 20, 2022, or, if the Meeting is adjourned or postponed, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such reconvened Meeting or any adjournment or postponement thereof. The Chair of the Meeting shall have the discretion to waive or extend the proxy deadlines without notice.

If you are unable to attend the Meeting, we encourage you to complete and return the enclosed form of proxy as soon as possible so that as large a representation as possible may be had at the Meeting. If a Shareholder receives more than one form of proxy because such holder owns PODA Shares of different classes and/or registered in different names or addresses, each form of proxy must be completed and returned in order to ensure all PODA Shares are voted.

If you are a Registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or other intermediary, as applicable.

The PODA Shares represented by the enclosed form of proxy will be voted in accordance with the instructions indicated thereon. If no instructions are given, such PODA Shares will be voted FOR the Sale Resolution, the SVS Amendment Resolution, the SVS Capital Reduction Resolution, the MVS Amendment Resolution and the MVS Capital Reduction Resolution.

#### **Dissent Rights**

**Registered Shareholders have the right to dissent with respect to the Sale Resolution and, if the Sale Resolution is adopted, to be paid the fair value of their PODA Shares in accordance with the provisions of the BCBCA, as described in the accompanying Circular under the heading “*Dissent Rights*”. Failure to strictly comply with the requirements with respect to the dissent rights set forth in the BCBCA may result in the loss of any right to dissent. Persons who are beneficial owners of PODA Shares registered in the name of a broker, custodian, nominee or other intermediary and who wish to dissent must make arrangements for the PODA Shares beneficially owned by them to be registered in their name prior to the time the written objection to the Sale Resolution is required to be received by the Company or, alternatively, make arrangements for the Registered Shareholder of such PODA Shares to dissent on their behalf.**

The Circular provides additional detailed 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. Additional information about PODA is also available under its profile at [www.sedar.com](http://www.sedar.com).

If you have any questions regarding the submission of your proxy, please contact Endeavor Trust Corporation, toll-free at 1-888-787-0888 or in Vancouver, British Columbia at 604-559-8880 or by e-mail at proxy@endeavortrust.com.

DATED at Vancouver, British Columbia this 17<sup>th</sup> day of May, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

*“Ryan Selby”*

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Ryan Selby  
CEO and Director  
Poda Holdings, Inc.