

NEPRA FOODS INC.
7025 S. Revere Parkway, Suite 100
Centennial, CO 80122
U.S.A.
Telephone: +1(720)729-9500

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) and Class A common shares (“**Class A Shares**”) of Nepra Foods Inc. (the “**Company**”) will be held at 10:00 a.m. (Vancouver Time) on June 24, 2022 at suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada.

Due to ongoing concerns related to the current coronavirus pandemic (“COVID-19”), and in order to mitigate potential risks to the health and safety of the Company’s Shareholders, employees and other stakeholders, Shareholders are encouraged not to attend the Meeting in person. The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:

Dial by your location

Canada Toll Free: 1-855-244-8677

US Toll Free: 1-855-282-6330

Access Code: 95431736

The Meeting is to be held for the following purposes:

1. to receive the consolidated audited financial statements of the Company together with the auditor’s report thereon for the fiscal year ended December 31, 2021;
2. to elect the directors of the Company for the ensuing year;
3. to appoint Dale, Matheson, Carr-Hilton, Labonte LLP, as the auditor of the Company for the ensuing year; and
4. to transact such other business as may properly come before the Meeting or any adjournment thereof.

An information circular (the “**Information Circular**”) accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Registered Shareholders who are unable to attend the Meeting virtually and who wish to ensure that their Common Shares and Class A Shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy or the voting instruction form sent to them, and in the Information Circular to ensure that their Common Shares and Class A Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account, you are not a registered Shareholder.

NOTE OF CAUTION Concerning COVID-19 Outbreak

At the date hereof the Company intends to hold the Meeting at the location stated above. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak (“**COVID-19**”), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in the accompanying Information Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed on the Company’s website www.neprafoods.com or under the Company’s profile on SEDAR at www.sedar.com. Please check the Company’s website or its SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will **not** prepare or mail amended Meeting Proxy Materials.

Only Shareholders of record at the close of business on May 19, 2022 (the “**Record Date**”) will be entitled to vote at the Meeting, and, except as otherwise determined from time to time by directors of the Company, no Shareholders becoming such after the Record Date will be entitled to receive notice of and vote at the Meeting or any adjournment thereof or to be treated as a Shareholder of record for purposes of such other action.

It is important that your Common Shares and Class A Shares be represented and voted at the Meeting. If you are the registered holder of the Company’s Common Shares and/or Class A Shares, you can vote your Common Shares and/or Class A Shares by completing and returning the enclosed proxy card, even if you plan to attend the Meeting. You may vote your Common Shares and/or Class A Shares in person even if you previously returned a proxy card. Please note, however, that if your Common Shares are held of record by a broker, bank or other nominee and you wish to vote in person at the Meeting, you must obtain a proxy issued in your name from such broker, bank or other nominee. Please carefully review the instructions on the Proxy card or the information forwarded by your broker, bank or other nominee regarding voting instructions.

If you are planning to attend the Meeting in person, you will need to contact the offices of McMillan LLP at (604) 689-9111 on or before 4:00 p.m. (Pacific time) on Monday, June 20, 2022 for further instructions on in-person attendance procedures and you will be asked to register before entering the Meeting. All attendees will be required to present government-issued photo identification (e.g., driver’s license or passport) to enter the Meeting. If you are a stockholder of record, your ownership of the Company’s Common Shares or Class A Shares will be verified against the list of stockholders of record as of May 19, 2022, prior to being admitted to the Meeting. If you are not a stockholder of record and hold your Common Shares in “street name” (that is, your Common Shares are held in a brokerage account or by a bank or other nominee), you must also provide proof of beneficial ownership as of May 19, 2022, such as your most recent account statement prior to May 19, 2022, and a copy of the voting instruction card provided by your broker, bank or nominee or similar evidence of ownership.

Electronic copies of this Notice, the Information Circular, and the form of Proxy may be found on the Company's profile at www.sedar.com.

DATED at Centennial, Colorado, the 24th day of May, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

“David Wood”

David Wood
Chief Executive Officer
and Chairman of the Board