

AVICANNA INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS (the "Notice")

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders (the "**Meeting**") of Avicanna Inc. (the "**Corporation**") will be held at 77 King Street West, Suite 400, Toronto, Ontario, M5K 0A1 on Tuesday, October 15, 2019 at 11:00 a.m. (Toronto time) to:

- (a) receive and consider the financial statements of the Corporation for the financial year ended December 31, 2018 together with the auditors' report thereon;
- (b) elect as directors for the forthcoming year the nominees proposed by management of the Corporation;
- (c) re-appoint MNP LLP, Chartered Professional Accountants, as auditors of the Corporation and to authorize the board of directors of the Corporation (the "**Board**") to fix the auditors' remuneration and terms of engagement; and
- (d) transact such other business as may properly come before the Meeting or any adjournment(s) thereof.

This Notice of Meeting is accompanied by the management information circular and a form of proxy (the "**Proxy Instrument**").

The record date for the determination of shareholders of the Corporation entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof is September 10, 2019 (the "**Record Date**"). Shareholders of the Corporation whose names have been entered in the register of shareholders of the Corporation at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof.

A shareholder of the Corporation may attend the Meeting in person or may be represented by proxy. Registered shareholders of the Corporation who are unable to attend the Meeting or any adjournment(s) thereof in person are requested to date, sign and return the accompanying Proxy Instrument for use at the Meeting or any adjournment(s) thereof.

To be effective, the enclosed Proxy Instrument must be returned to the Corporation's transfer agent, Odyssey Transfer Inc. ("**Odyssey**") by: (i) mail using the enclosed return envelope; or (ii) hand delivery to Odyssey at Odyssey Transfer Inc., Victoria Tower, Suite 1717 - 25 Adelaide St East, Toronto ON M5C 3A1. Alternatively, you may vote by Internet at <http://odysseytrust.com/Transfer-Agent/Login> and clicking "Vote". All instructions are listed on the enclosed Proxy Instrument. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (Toronto time) on October 11, 2019 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before the beginning of any adjournment to the Meeting.

If you are a non-registered beneficial shareholder, a voting information form (also known as a VIF), instead of a form of proxy, may be enclosed. You must follow the instructions provided by your intermediary in order to vote your shares.

DATED at Toronto, Ontario this 11th day of September, 2019.

BY ORDER OF THE BOARD

(signed) "Aras Azadian"

Aras Azadian

Chairman