



**GREENSPACE BRANDS INC.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

To be held on Thursday, September 8, 2016

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders of the common shares in the capital (collectively, the “**Shareholders**” or individually, a “**Shareholder**”) of GreenSpace Brands Inc. (the “**Corporation**”) will be held at the offices of Aird & Berlis LLP, Brookfield Place, Suite 1800, 181 Bay Street, Toronto, Ontario, M5J 2T9 on Thursday, September 8, 2016 at the hour of 1:00 p.m. (Toronto time) for the following purposes:

1. to receive the consolidated audited financial statements of the Corporation for the financial year ended March 31, 2016, together with the report of the auditor thereon;
2. to fix the board of directors of the Corporation at five and to authorize the board to fix the number of directors from time to time within the minimum and maximum set out in the articles of the Corporation;
3. to elect the directors of the Corporation for the coming year;
4. to appoint MNP LLP, as the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
5. to ratify and confirm the Corporation’s Option Plan; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Additional details concerning the matters to be put before the Meeting are set forth in the Management Information Circular (the “**Circular**”). Each person who is a holder of record of Shares at the close of business on August 4, 2016 will be entitled to receive notice of, and to attend and vote at the Meeting, or any adjournment or postponement thereof.

If you are unable to attend the Meeting in person, please exercise your right to vote by completing the enclosed

form proxy and returning it to Computershare Trust Company of Canada, at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, Canada, M5J 2Y1, Attention: Proxy Department. In order to be valid for use at the Meeting, proxies must be received by September 6, 2016 at or prior to 1:00 pm (Toronto time), and if the Meeting is postponed or adjourned, no later than 48 hours prior to the commencement of recommencement of any adjourned or postponed Meeting.

Further information with respect to voting by proxy is included in the accompanying Circular.

DATED at Toronto, Ontario, the 10<sup>th</sup> day of August, 2016

BY ORDER OF THE BOARD OF DIRECTORS OF  
GREENSPACE BRANDS INC.

(signed) *Matthew von Teichman*

Matthew von Teichman  
Chairman of the Board, President and CEO

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