



GREENSPACE BRANDS INC.
176 St. George Street
Toronto, Ontario M5R 2M7

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

As a result of the emergence of COVID-19, and in light of limits on larger gatherings and our concern for the health and safety of our employees and shareholders, our annual and special general meeting of shareholders will be held as both an in-person and teleconference meeting. A teleconference meeting format is being adopted to enfranchise and give all shareholders an equal opportunity to participate at the Meeting regardless of their geographic location or other particular constraints, circumstances or risks they may be facing as a result of COVID-19. Shareholders will be entitled to physically attend the meeting in person, but are encouraged to participate through teleconference. Important details about the meeting and how shareholders can participate via teleconference are set out in this Management Information Circular and the accompanying proxy materials.

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the shareholders of GreenSpace Brands Inc. (the "**Corporation**") will be held at the offices of Bennett Jones LLP, Suite 3400, One First Canadian Place, Toronto, Ontario and via teleconference at 10:00 a.m. (Toronto time), on December 31, 2020. Shareholders can also access the Meeting by calling: **1-800-901-0218 (North America Toll Free)** or **1-719-234-0223 (outside North America)** with the **Guest Passcode: 309 734 7584**. The Meeting will be held for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended March 31, 2020 together with the report of the auditor thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;
4. to consider and, if deemed advisable, to pass, with or without variation, a resolution confirming and approving the share option plan of the Corporation;
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the accompanying management information circular (the "**Circular**"). Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters.

The directors of the Corporation have fixed the close of business on November 26, 2020 as the record date (the "**Record Date**") for the determination of shareholders entitled to receive notice of, and to vote at, the Meeting. Only shareholders whose names have been entered in the register of shareholders as of the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting.

This year, out of an abundance of caution, to proactively deal with the public health impact of the recent COVID-19 outbreak and to mitigate the risks to the health and safety of our communities, shareholders, employees and other stakeholders, we encourage participation in the Meeting to be via teleconference. Shareholders will have an equal opportunity to attend the Meeting and submit questions, via teleconference, regardless of their geographic location or the particular constraints, circumstances or risks they may be facing as a result of COVID-19. Shareholders are encouraged to vote by proxy up to 48 hours before the Meeting as described in the Circular under the heading "*General Proxy Information*".

It is recommended that shareholders dial in at least fifteen (15) minutes before the Meeting starts in order to allow ample time to check into the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Circular under the heading "*General Proxy Information*". Only registered shareholders of the Corporation, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to shareholders who own their Common Shares through an intermediary, see "*General Proxy Information – Non-Registered Shareholders*" in the Circular.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. To be included at the Meeting, your completed and executed form of proxy must be received by Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, no later than 10:00 a.m. (Toronto time) on Tuesday, December 29, 2020 (or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting) or deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by internet or telephone by following the instructions on the form of proxy.

DATED at Toronto, Ontario this 2nd day of December, 2020.

BY ORDER OF THE BOARD

(Signed) "*Paul Henderson*"
Executive Chairman of the Board and Interim
CEO