



**HARVEST ONE CANNABIS INC.**

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

**TO BE HELD ON TUESDAY, DECEMBER 3, 2019**

**TO THE SHAREHOLDERS OF HARVEST ONE CANNABIS INC.**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of the Shareholders ("Shareholders") of **HARVEST ONE CANNABIS INC.** (the "**Company**") will be held at the offices of the Company, located at Suite 504, 999 Canada Place, Vancouver, BC Canada, V6C 3E1, on Tuesday, December 3, 2019, at 10:00 a.m. (Vancouver time) (the "**Meeting**"), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the years ended June 30, 2019 and 2018, respectively, together with the auditors' report thereon;
2. to fix the number of directors at four (4) and to elect directors of the Company for the ensuing year. For more information, see "*Business of the Meeting – Election of Directors*" in the Company's management information circular dated October 21, 2019 (the "**Information Circular**");
3. to appoint the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditors. For more information, see "*Business of the Meeting – Appointment of Auditors*" in the Information Circular;
4. to approve, by ordinary resolution of disinterested shareholders, the Company's Omnibus Incentive Plan, approved by the board of directors of the Company on September 4, 2019; For more information, see "*Business of the Meeting – Approval of the Omnibus Incentive Plan*" in the Information Circular; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders should refer to the Information Circular for more detailed information with respect to the matters to be considered at the Meeting.

**Registered Shareholders may attend the Meeting in person or may be represented by proxy.** If you are a registered Shareholder and are unable to attend the Meeting in person, please exercise your right to vote by dating, signing and returning the accompanying form of proxy to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"). To be valid, completed proxy forms must be dated, completed, signed and deposited with Computershare: (i) by mail using the enclosed return envelope or one addressed to Computershare Investor Services Inc., Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1; (ii) by hand delivery to Computershare Investor Services Inc., 8th

Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1; (iii) by facsimile to 1-866-249-7775; or (iv) by telephone at 1-866-732-8683. You may also vote through the internet and if you do vote through the internet, you may also appoint another person to be your proxyholder. Please go to [www.investorvote.com](http://www.investorvote.com) and follow the instructions. You will require your 15-digit control number found on your proxy form. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (Vancouver time) on Friday, November 29, 2019, or two business days preceding the date of any adjournment or postponement thereof. If you are unable to attend the Meeting, we encourage you to complete the enclosed form of proxy as soon as possible. If a Shareholder received more than one form of proxy because such Shareholder owns Common Shares registered in different names or addresses, each form of proxy should be completed and returned. The Chairman of the Meeting shall have the discretion to waive or extend the proxy deadline without notice.

**If you are not 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 by the other intermediary.

The board of directors of the Company has fixed October 18, 2019 as the record date. Shareholders of record at the close of business on October 18, 2019 are entitled to notice of the Meeting and to vote thereat or at any adjournment(s) or postponement(s) thereof on the basis of one vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to October 18, 2019; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he, she or they own the Common Shares and demands, not later than 10 days before the Meeting, that his, her or their name be included on the list of persons entitled to vote at the Meeting, in which case, the transferee shall be entitled to vote such Common Shares at the Meeting. The transfer books will not be closed.

#### **BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) "*Grant Froese*"

Grant Froese  
Chief Executive Officer and Director  
October 21, 2019.