

WEEDMD INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares (the "**Common Shares**") of WeedMD Inc. ("**WeedMD**" or the "**Corporation**") will be held at the offices of Fogler, Rubinoff LLP located at TD Centre North Tower, Suite 3000, 77 King Street West, Toronto, Ontario, on February 4, 2020 commencing at 10:00 a.m. (EST) for the following purposes:

- (a) to consider and, if thought appropriate, pass, with or without variation, an ordinary resolution to approve the issuance and sale by the Corporation of 23,079,763 common shares to 2437653 Ontario Inc. (the "**LiUNA Shareholder**"), a company controlled by the LiUNA Pension Fund of Central and Eastern Canada, to be issued pursuant to the automatic exercise of subscription receipts (the "**Subscription Receipts**") held by the LiUNA Shareholder on the fulfilment of certain escrow release conditions, for aggregate gross proceeds to the Corporation of \$25,000,000, and, in connection therewith, specifically approve the creation of the LiUNA Shareholder as a "Control Person" of the Corporation, in accordance with the applicable policies of the TSX Venture Exchange, the full text of which resolution is set out in the accompanying Management Information Circular of the Corporation (the "**Circular**") under the heading "*Business to be Transacted at the Meeting – Approval of the Subscription Receipt Exercise – Resolution Approving the Subscription Receipt Exercise*";
- (b) to consider and, if thought appropriate, pass, in connection with the exercise of the Subscription Receipts into common shares of the Corporation, an ordinary resolution to approve certain board nomination rights and voting covenants pursuant to a nomination rights and voting agreement with certain Shareholders of the Corporation (the "**Principal Shareholders**"), the full text of which resolution is set out in the accompanying Circular under the heading "*Business to be Transacted at the Meeting – Approval of the Nomination Rights and Voting Agreement and Nomination Rights – Resolution Approving the Nomination Rights and Voting Agreement and Nomination Rights*";
- (c) to transact such other business as may properly be put before the Meeting.

Particulars of the foregoing matters are set forth in the Circular. The board of directors of the Corporation has fixed the close of business on December 30, 2019, as the record date for the determination of the 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 December 30, 2019 will be entitled to receive notice of, and to vote at the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Circular under the heading "*Voting Information*". Only registered Shareholders of the Corporation, or the persons appointed 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 "*Voting Information – Non-Registered Shareholders*" in the accompanying 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. The Corporation's transfer agent, TSX Trust Company, must receive your proxy no later than January 31, 2020 at 10:00 a.m. (Toronto time), or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) before any adjourned or postponed Meeting. You must send your proxy to the Corporation's transfer agent by either using the envelope provided or by mailing the proxy to WeedMD Inc. c/o TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario, Canada M5H 4H1. You may vote by facsimile at 1-416-595-9593 or on the internet by going to www.voteproxyonline.com and following the instructions. You will need your 12-digit control number located on the form of proxy. If you wish to vote by facsimile or on the internet, you must do so no later than January 31, 2020 at 10:00 a.m. (Toronto time). In addition, you may personally deliver your completed, dated and signed form of proxy

to TSX Trust Company at 301 – 100 Adelaide Street West, Toronto, Ontario, Canada M5H 4H1 no later than January 31, 2020 at 10:00 a.m. (Toronto time).

If you are a non-registered Shareholder (for example, if you hold Common Shares in an account with an intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your intermediary or call your intermediary for information as to how you can vote your Common Shares. Note that the deadlines set by your intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above, and non-registered Shareholders wishing to vote by facsimile or on the internet must do so no later than January 31, 2020 at 10:00 a.m. (Toronto time).

Late proxies may be accepted or rejected by the Chairman of the Meeting at his or her sole discretion. The Chairman is under no obligation to accept or reject any particular late proxy. The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his or her discretion, without notice.

DATED at Toronto, Ontario this 6th day of January, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Keith Merker*"

Keith Merker
Chief Executive Officer