



TAKE NOTICE THAT an annual and special meeting (the “Meeting”) of the shareholders of ROSEHEARTY ENERGY INC. (the “Company”) will be held at #408-150-24th Street, West Vancouver, BC, V7V 4G8 on Friday, September 20, 2019, at 10:00 a.m. (PDT) for the following purposes:

1. to table the audited financial statements and Management Discussion and Analysis of the Company for the financial years ended December 31, 2016, 2017 and 2018 and the accompanying reports of the auditors thereon;
2. to set the number of directors at five (5) and to elect a board of five (5) directors of the Company to serve until the close of the next annual meeting of shareholders of the Company or until their successors are elected or appointed, as more fully described in the Management Information Circular;
3. to appoint Buckley Dodds Parker LLP, Chartered Professional Accountants, of 1185 W Georgia St #1140, Vancouver, BC V6E 4E6 as the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the auditor’s remuneration;
4. to consider, and, if deemed appropriate, to pass, with or without variation, a special resolution approving the addition of the Advance Notice Provision to the Company’s Articles, as more particularly set out in Schedule “A” to the Management Information Circular;
5. to consider, and if seemed appropriate, to pass, with or without variation, a special resolution approving the alterations to the Company’s Articles with respect to the authority to alter the Authorized Share Structure (i.e. sections 6.1 and 6.2), as more particularly set out in Schedule “B” to the Management Information Circular;
6. to consider, and if deemed appropriate, to pass, with or without variation, a special resolution approving a consolidation of the issued and outstanding common shares of the Company on the basis of one (1) consolidated common share for each outstanding three (3) common shares;
7. to consider, and if thought fit, pass an ordinary resolution providing for, authorizing and approving the change of name of the Company from ROSEHEARTY ENERGY INC. to ROSEHEARTY CBD INC. or such other name as the Directors in their absolute discretion may determine and regulatory authorities may permit and to make such other changes to the form of Notice of Articles and Articles as they deem appropriate and as may be required by the Registrar of Companies and that the Notice of Articles and Articles of the Company be altered accordingly;
8. to consider, and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving and confirming the stock option plan of the Corporation (attached as Schedule “C” to the Management Information Circular), which was initially approved at the Shareholders’ Meeting held on May 24, 2014, as more fully described in the



Management Information Circular;

9. to consider and if deemed appropriate, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve all the acts and proceedings of the directors and officers of the Corporation made since the last annual meeting of shareholders on May 28, 2014 to date including those disclosed or referred to in the Company's Minute Books, records and other documentation, in the financial statements for the Corporation and in information disseminated to the shareholders by the Company; and
10. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

A copy of the Management Information Circular (the "Circular"), the audited financial statements of the Company for the fiscal years ended December 31, 2016, 2017 and 2018 (the "Annual Financial Statements") and the Company's management's discussion and analysis for the fiscal years ended December 31, 2016, 2017 and 2018 (the "Annual MD&A") can be accessed by interested shareholders on SEDAR under the Company's profile.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the enclosed form of proxy. Refer to "Notes" below.

NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for this Annual and Special Meeting of Shareholders. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting.

However, instead of a paper copy of the Circular, the Annual Financial Statements and Annual MD&A and other meeting materials (collectively the "Meeting Materials"), shareholders receive a notification (the "Notice-and-Access Notification") with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders.

Shareholders are reminded to view the Meeting Materials prior to voting.

Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online under:
(i) the Company's profile at www.sedar.com ; or
(ii) Capital Transfer Agency's website at <http://capitaltransferagency.ca/>.



How to Obtain Paper Copies of the Meeting Materials

Registered holders or non-registered holders may request that paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Company's website.

To receive a paper copy of the Meeting Materials, registered holders can call Capital toll free at 1-844-499-4482 in North America or 416-350-5007 (outside North America). Non-registered holders can obtain a paper copy of the Meeting Materials by calling Broadridge Investor Communication Solutions,

Canada's toll free at 1-844-499-4482 on or before the day of the Meeting, or any adjournment thereof, or thereafter contact the Corporate Secretary of Company by email at patricia@dowgroup.ca or by calling toll-free at 1-844-499-4482.

Requests should be received by 3:00 p.m. (Vancouver time) on August 30, 2019 in order to receive the Meeting Materials in advance of the Meeting. If you have questions concerning Notice-and-Access, please call Capital toll free at 1-844-499-4482.

RECORD DATE AND PROXY DELIVERY DATE

The Board of Directors of the Company has, by resolution, fixed the close of business on August 16, 2019 as the Record Date, being the date for determination of the registered holders of Common Shares entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof.

The Board of Directors of the Company has, by resolution, fixed the hour of 10:00 a.m. (Vancouver time) on September 26, 2019 being not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the day of the Meeting, or any adjournment thereof, as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Transfer Agent of the Company, Capital Transfer Agency, Inc., 390 Bay St., Suite 920, Toronto, ON M5H 2Y2, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting to revoke a valid proxy previously delivered in accordance with the foregoing.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of proxy or voting instruction form delivered to them with the Notice-and-Access Notification.

DATED at West Vancouver, B.C. this 15th day of August, 2019.

BY ORDER OF THE BOARD OF DIRECTORS
(signed) "*Robin Dow*"
Robin Dow
President & C.E.O.