

BHANG INC.

6815 Biscayne Blvd., Suite 103
Miami, Florida, USA, 33138

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HERBY GIVEN that an annual and special meeting (the "**Meeting**") of shareholders of Bhang Inc. (the "**Corporation**") will be held at the offices of Miller Thomson LLP, Scotia Plaza, 40 King Street West, Suite 5800, Toronto, ON, M5H 3S1 at 11:00 a.m. (Toronto time) on Tuesday, November 24, 2020 for the following purposes:

1. to present the (i) audited consolidated financial statements of the Corporation for the year ended December 31, 2019, together with the report of the auditors thereon, and (ii) audited consolidated financial statements of the Corporation for the year ended September 30, 2018, together with the report of the auditors thereon;
2. to appoint MNP LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the board of directors (the "**Board**") of the Corporation to fix its remuneration;
3. to elect directors of the Corporation to hold office until the next annual meeting of shareholders or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to ratify the Amended and Restated By-Law No. 1A of the Corporation, the text of which is attached hereto as Appendix "A" of the accompanying management information circular (the "**Circular**"), dated October 19, 2020; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

For a more detailed discussion of the above listed items, **please see "Particulars of Matters to Be Acted upon at the Meeting" in the accompanying Circular.**

This notice of meeting (the "**Notice of Meeting**") should be read together with the Circular and form of proxy (the "**Form of Proxy**") or a voting instruction form ("**VIF**"), as applicable. The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* (the "**Notice-and-Access Provisions**") of the Canadian Securities Administrators for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders of the Corporation by allowing the Corporation to post its Circular and any additional materials online. Shareholders who would like more information about the Notice-and-Access Provisions may contact the Corporation's transfer agent, Capital Transfer Agency ULC, toll-free at 1-844-499-4482. **Please see "Notice-and-Access" in the accompanying Circular.**

The Circular and all additional materials have been posted in full online at www.capitaltransferagency.ca and under the Corporation's SEDAR profile at www.sedar.com. **Shareholders are reminded to carefully review the Circular and any additional materials prior to voting on the matters being transacted at the Meeting.** All shareholders of record as of September 28, 2020, the record date, will receive a notice-and-access notification containing instructions on how to access the Corporation's Circular and all additional materials. Copies of: (i) this Notice of Meeting; (ii) the Circular; (iii) the Form of Proxy; and (iv) the audited consolidated financial statements of the Corporation and accompanying management discussion and analysis, may be obtained free of charge by contacting Capital Transfer Agency ULC at 390 Bay Street, Suite 920, Toronto, Ontario, Canada, M5H 2Y2 or by phone at 1-844-499-4482. In order to ensure that a paper copy of the Circular and additional materials can be delivered to a shareholder in time for such shareholder to review the Circular and return a Form of Proxy (or a VIF) prior to the deadline to receive proxies, it is strongly suggested that shareholders ensure their request is received no later than November 13, 2020.

Shareholders may attend the Meeting in person or may be represented by proxy. Shareholders unable to attend the Meeting or any adjournment(s) thereof in person are requested to date, sign and return the enclosed Form of Proxy to the Corporation's registrar and transfer agent, Capital Transfer Agency ULC, at its Toronto office located at 390 Bay Street, Suite 920, Toronto, Ontario, Canada, M5H 2Y2. To be effective, a proxy must be received not later than 11:00 a.m. (Toronto time) on November 20, 2020, or in the event that the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) immediately preceding any adjournment(s) or postponement(s) thereof. Instead of mailing your proxy, shareholders may choose to vote using the Internet in accordance with the instructions set out in the Form of Proxy.

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of COVID-19, and to mitigate the risks to the health and safety of our communities, shareholders, employees and other stakeholders, although we plan to hold an in-person meeting, **we strongly recommend that you DO NOT attend the Meeting in person, particularly if you are experiencing any of the described COVID-19 symptoms or if you or someone with whom you have been in close contact has travelled to/from outside Canada within the 14 days prior to the Meeting.** Unlike other years, we intend to quickly deal with the business at hand and there will be no refreshments or additional presentations at the Meeting. COVID-19 is causing unprecedented social and economic upheaval and we want to ensure that no one is unnecessarily exposed to any risks. Your participation at the Meeting is still important to us and we therefore encourage you to complete and return your Form of Proxy or VIF you receive from your nominee, if you are a beneficial Shareholder, in accordance with the instructions in the accompanying Circular to ensure that your votes are counted.

We may take additional precautionary measures in relation to the Meeting in response to further developments with COVID-19. In the event it is not possible or advisable to hold the Meeting in person, we will announce alternative arrangements for the Meeting as promptly as practicable, which may include delaying the Meeting or holding the Meeting entirely by electronic means, telephone or other communication facilities. **If you are a registered shareholder or appointed proxyholder and are planning to attend the Meeting, please notify the Corporation within a minimum of five (5) business days' in advance of the Meeting by either (i) the email address j.pearson@bhangcorporation.com or (ii) the phone number 1-406-208-3488. Public health restrictions and recommendations in place at the time of the Meeting may require the Corporation to restrict the number of people in attendance at the Meeting and therefore physical attendance by a shareholder or appointed proxyholder may not be possible.**

The Board has fixed the close of business on September 28, 2020, as the record date for the determination of the shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment or postponement thereof. Only shareholders of record at the close of business on September 28, 2020 will be entitled to vote at the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion. The Chairman is under no obligation to accept or reject any particular late proxy. If you vote by the Internet, do not mail back your proxy. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the management nominees named on the Form of Proxy. Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a VIF.

DATED this 19th day of October, 2020

BY ORDER OF THE BOARD OF DIRECTORS OF BHANG INC.

"Jamie L. Pearson"

Jamie L. Pearson
Director & Chief Executive Officer