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CSE: HERB

HERBAL DISPATCH INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Herbal Dispatch Inc (the “**Company**”), will be held virtually via Zoom Meetings and at the Company’s registered and records office located at Royal Centre, Suite 1750 – 1055 West Georgia Street, Vancouver, British Columbia on Monday, December 16, 2024, at 10:00 am (Pacific Standard Time), or any adjournment thereof, to consider and take actions on the following matters:

1. to receive the audited annual consolidated financial statements of the Company for the fiscal year ended December 31, 2023, together with the notes and the independent auditor's report thereto;
2. to fix the number of directors of the Company to 3;
3. to elect the directors of the Company to hold office until the close of the next annual general meeting of the Shareholders;
4. to appoint Kingston Ross Pasnak LLP as the auditor of the Company for the ensuing year and to authorize the board of directors of the Company to fix the remuneration to be paid to the auditor;
5. to ratify and approve the Company’s 2017 Incentive Stock Option Plan as amended;
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders of the Company (those shareholders other than 0971289 B.C. Ltd., Drew Malcolm, and related affiliates (collectively “**0971289**”) approving an amendment to the unsecured convertible debenture as entered into by the Company and 0971289 on May 15, 2020, and as amended on May 15, 2023, and December 13, 2023, respectively, as more fully described in the Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders of the Company (those shareholders other than Herb Dhaliwal and related affiliates (collectively “**Mr. Dhaliwal**”) approving an amendment to the unsecured convertible debenture as entered into by the Company and Mr. Dhaliwal on December 13, 2023; and
8. to transact such other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

An Information Circular (the “**Circular**”) accompanies and is deemed to form part of this Notice of Meeting. The Circular contains details of matters to be considered at the Meeting.

The record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting is the close of business day on Friday, November 1, 2024 (the “Record Date”). Only Shareholders as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting.

Shareholders who are unable to attend the Meeting in person or on Zoom Meetings may vote their shares by

completing, signing, and returning the accompanying form of proxy to the transfer agent of the Company, Odyssey Trust Company, by no later than 10:00 am (Pacific Standard Time) on Thursday, December 12, 2024.

Information with respect to voting by non-registered beneficial shareholders is included in the Circular. Non-registered beneficial shareholders should seek instructions on how to vote their shares from their broker, investment dealer, bank, trust company or other intermediary.

To access the Zoom Conference please use the following:

Shareholders wishing to attend the Meeting via Zoom Meetings are hereby advised to contact Mr. Daniel Deutsch of DS Lawyers Canada LLP at ddeutsch@dsavocats.ca, by no later than 4:00 pm on Friday, December 13, 2024, who will provide the log-in details of the Zoom Meeting. Please note, the Meeting is only accessible to beneficial and registered shareholders of the Company as well as proxyholders. As such we kindly ask that you keep the log-in details private and do not circulate them to individuals who are not shareholders of the Company.

In your correspondence to Mr. Deutsch, we kindly ask that you identify yourself and advise of the number of Common Shares you hold in the Company, along with how those shares are registered.

Shareholders are reminded when they access the Zoom Meeting to keep themselves muted and to provide their full name so that they be identified prior to being permitted entry. In the event that an individual accessing the Zoom Meeting does not provide their full name upon request, the Company reserves the right to deny that individual access to the Zoom Meeting.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 8th day of November, 2024.

ON BEHALF OF THE BOARD

"Herb Dhaliwal"
Chair and Director