

DUCKHORN VENTURES LTD.
301-1665 Ellis Street
Kelowna, British Columbia V1Y 2B3

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF DUCKHORN SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Duckhorn Meeting**”) of the holders (the “**Duckhorn Shareholders**”) of common shares (each, a “**Duckhorn Share**”) of Duckhorn Ventures Ltd. (“**Duckhorn**”) will be held on November 19, 2021 at the offices of Pushor Mitchell LLP, 301-1665 Ellis Street, Kelowna, B.C. V1Y 2B3, at 10:00 a.m. (Kelowna time) for the following purposes:

Annual Matters

1. to receive the audited annual consolidated financial statements of Duckhorn for the fiscal year ended December 31, 2020 and the report of the auditors thereon;
2. to consider and, if though fit, to pass, with or without variation, an ordinary resolution: (a) setting the size of the Duckhorn Board at three directors, and (ii) to elect Jeff Barber, Anthony Alvaro and Mike Castanho as directors of Duckhorn, to hold office until the earlier of the closing date of the transactions contemplated by the Business Combination Agreement (as defined below) or until the next annual meeting of the Duckhorn Shareholders, or until their successors are elected or appointed;
3. to approve the Duckhorn’s stock option plan as more particularly described in the accompanying Circular;
4. to appoint Davidson & Company LLP as the auditors of Duckhorn for the ensuing year and to authorize the board of directors of Duckhorn (the “**Duckhorn Board**”) to fix the remuneration to be paid to the auditors;

Transaction Matters

5. to consider and, if thought fit, to pass, with or without variation, a special resolution, the full text of which is set forth in Appendix A to the accompanying joint management information circular dated October 22, 2021 (the “**Circular**”), to approve the continuance of Duckhorn from the Province of British Columbia to the Province of Alberta (the “**Continuance Resolution**”) in connection with the three-cornered amalgamation of Duckhorn, Helium Evolution Incorporated (“**Helium**”) and 2374154 Alberta Ltd. (“**Subco**”), a wholly-owned subsidiary of Duckhorn, pursuant to a business combination agreement dated September 19, 2021, as amended from time to time (the “**Business Combination Agreement**”), all as more particularly set forth in the accompanying Circular;
6. if the Continuance Resolution is approved, to consider and, if though fit, to pass, with or without variation, an ordinary resolution: (a) setting the size of the Duckhorn Board at six directors, and (b) authorizing and approving the election of Jeff Barber, Gregory Robb, James Baker, Brad Wall, Michael Graham and Philip Hughes to the Duckhorn Board, to hold office from the closing of the transactions contemplated by the Business Combination Agreement (the “**Transaction**”) until the next annual meeting of the Duckhorn Shareholders, or until their successors are elected or appointed;
7. in the event that the Transaction is completed, a resolution appointing KPMG LLP as the auditors of Duckhorn for the ensuing year and to authorize the Duckhorn Board to fix the remuneration to be paid to the auditors; and

8. to transact such further or other business as may properly come before the Duckhorn Meeting and any adjournment or postponement thereof.

The Circular provides additional information relating to all of the matters to be dealt with at the Duckhorn Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting (this “Notice”).

The Duckhorn Board unanimously recommends that Duckhorn Shareholders vote FOR all of the matters to be considered at the Duckhorn Meeting, and it is the intention of the management designees named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote in favour of all resolutions. It is a condition to the closing of the Transactions that the Continuance Resolution be approved at the Duckhorn Meeting.

The Duckhorn Board has fixed October 20, 2021 as the record date for the determination of Duckhorn Shareholders entitled to notice of and to vote at the Duckhorn Meeting and at any adjournment or postponement thereof. Each registered Duckhorn Shareholder at the close of business on that date is entitled to such notice and to vote at the Duckhorn Meeting in the circumstances set out in the Circular.

Registered Duckhorn Shareholders may attend the Duckhorn Meeting in person or may be represented by a proxy holder. If you are a registered Duckhorn Shareholder and are unable to attend the Duckhorn Meeting in person, please exercise your right to vote by completing, dating, signing and returning the accompanying form of proxy to Duckhorn’s transfer agent, Odyssey Trust Company of 1230, 300 5 Ave SW, Calgary, AB T2P 3C4, by 10:00 a.m. (Kelowna time) on November 17, 2021 or, if the Duckhorn Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the beginning of any adjournment(s) or postponement(s) thereof. The chair of the Duckhorn Meeting shall have the sole discretion to waive or extend the proxy deadline without notice.

A proxyholder has discretion under the accompanying form of proxy in respect of amendments or variations to matters identified in this Notice and with respect to other matters that may properly come before the Duckhorn Meeting, or any adjournment(s) or postponement(s) thereof. As of the date hereof, management of Duckhorn know of no amendments, variations or other matters to come before the Duckhorn Meeting other than the matters set forth in this Notice.

In accordance with Section 309 of the *Business Corporations Act* (British Columbia) the (“BCBCA”), registered Duckhorn Shareholders have the right to dissent to the Continuance Resolution in accordance with the provisions of Part 8, Division 2 of the BCBCA. A registered Duckhorn Shareholder who wishes to exercise such dissent right must deliver written notice of dissent to Duckhorn c/o Pushor Mitchell LLP, 301-1665 Ellis Street, Kelowna, BC V1Y 2B3, Attention: Keith Inman, by 10:00 a.m. (Kelowna time) on November 17, 2021 or two business days before the date of any adjournment(s) or postponement(s) of the Duckhorn Meeting.

Failure to strictly comply with the requirements set forth in Part 8, Division 2 of the BCBCA with respect to the Continuance Resolution may result in the loss of any right of dissent. Persons who are beneficial owners of Duckhorn Shares registered in the name of a broker, financial institution, participant, trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing, that holds their Duckhorn Shares on their behalf (in any case, an “Intermediary”), and who wish to dissent, should be aware that only registered Duckhorn Shareholders are entitled to dissent. Accordingly, a beneficial owner of Duckhorn Shares that wishes to exercise the right of dissent must make arrangements for the Duckhorn Shares beneficially owned by such holder to be registered in the holder’s name prior to the time the written objection to the Continuance Resolution is required to be received by Duckhorn or, alternatively, make

arrangements for the registered holder of such Duckhorn Shares to dissent on behalf of the beneficial holder. It is strongly suggested that any Duckhorn Shareholders wishing to dissent seek independent legal advice, as the failure to comply strictly with the applicable provisions of the BCBCA may prejudice their right to dissent.

If you are a non-registered Duckhorn Shareholder and received this Notice and accompanying materials through an Intermediary, please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Kelowna, British Columbia, this 22nd day of October, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS OF
DUCKHORN VENTURES LTD.**

“Jeff Barber”

Jeff Barber
President, Chief Executive Officer
Chief Financial Officer and Director