

WESTLEAF INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF WESTLEAF SHAREHOLDERS
to be held December 18, 2019

NOTICE IS HEREBY GIVEN THAT an annual general and special meeting (the “**Westleaf Meeting**”) of holders (the “**Westleaf Shareholders**”) of common shares (the “**Westleaf Shares**”) of Westleaf Inc. (“**Westleaf**”) will be held at the offices of Borden Ladner Gervais LLP at 1900, 520 – 3rd Avenue S.W., Calgary, Alberta, T2P 0R3 on Wednesday, December 18, 2019 at 10:00 a.m. (Calgary time) for the following purposes:

1. to receive and consider the financial statements of Westleaf for the year ended December 31, 2018 and the report of the independent auditors thereon;
2. to fix the number of directors to be elected at the Westleaf Meeting at seven;
3. to elect directors of Westleaf to hold office until the next annual meeting of Westleaf Shareholders or until their successors are elected or appointed;
4. to appoint KPMG LLP, Chartered Professional Accountants, as auditors of Westleaf for the ensuing year, at a remuneration to be fixed by the board of directors;
5. to consider, and if thought advisable, to pass an ordinary resolution approving an amendment to Westleaf’s stock option plan and approving the stock option plan, as amended;
6. to consider, and if thought advisable, to pass an ordinary resolution approving an amendment to Westleaf’s restricted share unit award plan and approving the restricted share unit award plan, as amended;
7. to consider and, if thought advisable, to pass, an ordinary resolution approving a change in management of Westleaf, whereby, upon completion of a plan of arrangement under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) involving Westleaf, We Grow BC Ltd. (“**WGBC**”) and certain securityholders of WGBC, all as more particularly described in the accompanying joint management information circular and proxy statement dated November 20, 2019 (the “**Information Circular**”), it is expected that: (a) the board of directors of Westleaf will consist of five members, being Cody Church and Delbert Wapass, each of whom will be nominees of Westleaf, and Benjamin Sze, Michael Kelly and Paul Wilson, each of whom will be nominees of WGBC; and (b) Westleaf will be managed by Benjamin Sze as Chief Executive Officer, Scott Hurd as President, Taylor Ethans as Chief Financial Officer, Gary Leong as Chief Compliance Officer and Adam Coates as Executive Vice-President, Commercial; and
8. to transact such other business as may properly come before the Westleaf Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before the Westleaf Shareholders at the Westleaf Meeting are set forth in the accompanying Information Circular.

The record date (the “**Record Date**”) for the determination of Westleaf Shareholders entitled to receive notice of, and to vote at, the Westleaf Meeting is November 4, 2019. Only Westleaf Shareholders whose names have been entered in the register of Westleaf Shares on or prior to the close of business on the Record Date will be entitled to receive notice of and to vote at the Westleaf Meeting. Holders of Westleaf Shares who acquire Westleaf Shares after the Record Date will not be entitled to vote such Westleaf Shares at the Westleaf Meeting unless, after the Record Date, a holder of record transfers his or her Westleaf Shares and the transferee, upon producing properly endorsed certificates evidencing such Westleaf Shares or otherwise establishing that he or she owns such Westleaf Shares, requests at least 10 days before the Westleaf Meeting that the transferee’s name be included in the list of Westleaf Shareholders entitled to vote, in which case such transferee shall be entitled to vote such Westleaf Shares at the Westleaf Meeting. Each Westleaf Share entitled to be voted at the Westleaf Meeting will entitle the holder to one vote at the Westleaf Meeting.

A Westleaf Shareholder may attend the Westleaf Meeting in person or may be represented by proxy. Westleaf Shareholders who are unable to attend the Westleaf Meeting or any adjournment thereof in person are requested to date and sign the enclosed form of proxy and mail it to or deposit it with Computershare Trust Company of Canada, 100

University Avenue, 8th Floor, North Tower, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department. In order to be valid and acted upon at the Westleaf Meeting, forms of proxy must be received at the aforesaid address not later than 10:00 a.m. (Calgary time) on December 16, 2019 or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Westleaf Meeting or any adjournment of the Westleaf Meeting.

If you are a non-registered Westleaf Shareholder and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Westleaf Shares not being eligible to be voted at the Westleaf Meeting.

The form of proxy confers discretionary authority with respect to: (a) amendments or variations to the matters of business to be considered at the Westleaf Meeting; and (b) other matters that may properly come before the Westleaf Meeting. As of the date hereof, management of Westleaf knows of no amendments, variations or other matters to come before the Westleaf Meeting other than the matters set forth in this Notice of Annual General and Special Meeting. Westleaf Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

DATED this 20th day of November, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF
WESTLEAF INC.**

(signed) "Scott Hurd"

Scott Hurd
President and Chief Executive Officer