



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of Decibel Cannabis Company Inc. (the "**Corporation**") will be held in the Palmer Room at the offices of Burnet, Duckworth & Palmer LLP at 2400, 525 – 8th Avenue S.W., Calgary, Alberta, on November, 24, 2020 at 1:00 p.m. (Calgary time), to:

1. receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2019 and the report of the auditor thereon;
2. fix the number of directors of the Corporation to be elected at the Meeting at six (6) directors;
3. elect six (6) directors for the ensuing year;
4. appoint KPMG LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the board of directors to fix the auditor's remuneration as such;
5. consider, and if thought appropriate, to pass an ordinary resolution approving the Corporation's stock option plan, all as more particularly described in the accompanying management information circular and proxy statement of the Corporation dated October 20, 2020 (the "**Management Information Circular**");
6. consider, and if thought appropriate, to pass an ordinary resolution approving the Corporation's restricted share unit plan, all as more particularly described in the Management Information Circular; and
7. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

The Corporation currently intends to hold the Meeting in person in the Palmer Room at the offices of Burnet, Duckworth & Palmer LLP at 2400, 525 – 8th Avenue S.W., Calgary, Alberta, on November, 24, 2020 at 1:00 p.m. (Calgary time). However, in view of the current and rapidly evolving COVID-19 pandemic, the Corporation asks that, in considering whether to attend the Meeting in person, Shareholders consider the advice of the Public Health Agency of Canada (PHAC) (www.canada.ca/en/public-health.html) and Alberta Health Services (www.albertahealthservices.ca). Access to the Meeting may be limited to essential personnel and registered shareholders and proxyholders entitled to attend and vote at the Meeting. Furthermore, please be advised that in accordance with the City of Calgary Face Coverings By-Law implemented effective August 1, 2020 and the internal policies of Burnet, Duckworth & Palmer LLP, face coverings are required to be worn at the Meeting. Depending upon the status of the outbreak at the time, the Corporation encourages Shareholders and proxyholders not to attend the meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms. As always, the Corporation encourages Shareholders to vote their Common Shares prior to the Meeting following the instructions set out in the form of proxy or voting instruction form received by such Shareholders.

The Corporation may take additional precautionary measures in relation to the meeting in response to further developments with the COVID-19 pandemic. In the event it is not possible or advisable to hold the Meeting in person, the Corporation will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means, telephone or other communication facilities.

Registered Shareholders are requested to date and sign the enclosed Instrument of Proxy and deposit it with Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. Registered Shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll

free within North America), or 1-312-588-4290 (outside North America). In order to be valid and acted upon at the Meeting, Instruments of Proxy must be received by Computershare Trust Company not less than 48 hours (excluding, Saturdays, Sundays and statutory holidays in the Province of Alberta) before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

The board of directors of the Corporation has fixed the record date for the Meeting at the close of business on October 20, 2020 (the "**Record Date**"). Shareholders of the Corporation of record as at the Record Date are entitled to receive notice of the Meeting and to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers the ownership of his or her Common Shares after the Record Date and the transferee of those Common Shares establishes that he or she owns the Common Shares and demands not later than ten (10) days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Particulars of the foregoing matters are set forth in the accompanying Management Information Circular. The financial statements for the year ended December 31, 2019 and the report of the auditor of the Corporation thereon are available on SEDAR at www.sedar.com.

DATED at Calgary, Alberta October 20, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Benjamin Sze"

Benjamin Sze

Chief Executive Officer and Director