



## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The annual general 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 – 8<sup>th</sup> Avenue S.W., Calgary, Alberta, on December 9, 2022 at 4:00 p.m. (Calgary time), to:

1. receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2021 and the report of the auditor thereon;
2. fix the number of directors of the Corporation to be elected at the Meeting at five (5) directors;
3. elect five (5) 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; and
5. 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 – 8<sup>th</sup> Avenue S.W., Calgary, Alberta, on December 9, 2022 at 4:00 p.m. (Calgary time).

**Registered Shareholders are requested to date and sign the enclosed Instrument of Proxy and deposit it with Odyssey Trust Company, Suite 702 - 67 Yonge St, Toronto, ON M5E 1J8 (Attention: Proxy Department), by facsimile at (800) 517-4553 (if outside North America) or by internet at <https://login.odysseytrust.com/pxlogin> at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof. All instructions are listed in the enclosed form of proxy. The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized. 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 November 7, 2022 (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, 2021 and the report of the auditor of the Corporation thereon are available on SEDAR at [www.sedar.com](http://www.sedar.com).

**DATED** at Calgary, Alberta November 7, 2022

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Paul Wilson"*

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**Paul Wilson**

**Director and Chief Executive Officer**