



## 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 at the offices of Cassels Brock & Blackwell LLP at Suite 3810, Bankers Hall West 888 3rd Street SW, Calgary, Alberta, on December 10, 2024 at 2:00 p.m. (Calgary time), to:

1. receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2023, and the report of the auditor thereon;
2. fix the number of directors of the Corporation to be elected at the Meeting at four (4) directors;
3. elect four (4) directors for the ensuing year;
4. appoint MNP LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration as such;
5. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution to approve the adoption of a new 10% rolling stock option plan of the Corporation, as more particularly described in the accompanying management information circular and proxy statement of the Corporation (the “**Information Circular**”);
6. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders approving Callisto Capital Corp. becoming a new “Control Person” (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) of the Corporation pursuant to the conversion of the Convertible Debenture (as defined in the Information Circular) (the “**Control Person Resolution**”), the full text of which is set forth in the accompanying Information Circular; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

**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, Ontario 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 October 24, 2024 (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 Information Circular. The financial statements for the year ended December 31, 2023, and the report of the auditor of the Corporation thereon are available on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com).

**DATED** at Calgary, Alberta as of November 6, 2024

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Shawn Dym"*

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**Shawn Dym**

**Director and Chair of the Board of Directors**