

NUMINUS WELLNESS INC.

801 - 33 Water Street
Vancouver, BC V6B 1R4

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN that the Annual General Meeting of Shareholders (the “**Meeting**”) of Numinus Wellness Inc. (the “**Company**”) will be held virtually through LUMI:

When: Friday, January 21, 2022 at 11:00 a.m. (Vancouver time)
Where: Live webcast at web.lumiagm.com/235676071
Meeting Password: numinus2022

The business of the Meeting is:

1. to receive the Company’s audited financial statements for the financial years ended August 31, 2020 and August 31, 2021 and the auditor’s reports thereon;
2. to fix the number of directors for the ensuing year at five and to elect directors for the ensuing year;
3. to appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing fiscal year and to authorize the directors to set the auditor’s remuneration;
4. to approve the Company’s 10% rolling stock option plan, as more particularly set out in the accompanying Circular; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof,

all as more particularly set out in the attached management information circular dated December 15, 2021 (the “**Circular**”). The form of proxy accompanies this Notice. The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

Due to the ongoing COVID-19 pandemic and given the restrictions on public gatherings and in the best interest of the health of all participants in the Company’s Meeting, the Company is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast.

All shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with directors of the Company and management as well as other shareholders. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at web.lumiagm.com/235676071. Beneficial shareholders (being shareholders who hold their Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend as a guest and view the webcast but not be able to participate or vote at the Meeting.

As a shareholder of the Company, it is very important that you read the Circular and other Meeting materials carefully. They contain important information with respect to voting your Shares and attending and participating at the Meeting.

A shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person’s name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your Shares, including if you are a nonregistered shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you **MUST** register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. Without a Username,

proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, shareholders MUST send an email to numinus@odysseytrust.com and provide Odyssey Trust Company (“**Odyssey**”) with their proxyholder's contact information, amount of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Odyssey may provide the proxyholder with a Username via email.

BY ORDER OF THE BOARD OF DIRECTORS OF NUMINUS WELLNESS INC.

(s) “*Payton Nyquvest*”

Payton Nyquvest
President and Chief Executive Officer