

**NUMINUS WELLNESS INC.**  
250 - 997 Seymour Street  
Vancouver, BC  
V6B 3M1

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS GIVEN** that the annual general meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of Common Shares (the “**Shares**”) of Numinus Wellness Inc. (“**Numinus**”) will be held virtually through LUMI:

When: Friday, May 31, 2024 at 9:00 a.m. (Vancouver time)  
Where: Live webcast at [web.lumiagm.com/230639520](http://web.lumiagm.com/230639520)  
Meeting Password: numinus2024

The Meeting is being held for the following purposes, the details of which are set out in the management information circular (the “**Circular**”) accompanying this notice:

1. to receive Numinus’ audited financial statements for the financial year ended August 31, 2023 and the auditor’s reports thereon;
2. to set the number of directors of Numinus to be elected at the Meeting at six (6);
3. to elect directors of Numinus to hold office until the next annual meeting of Shareholders or until their successors are elected or appointed, as described in the Circular;
4. to appoint Davidson & Company LLP, Chartered Professional Accountants, as Numinus’ auditor for the ensuing fiscal year and to authorize the directors to set the auditor’s remuneration; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

This notice is accompanied by a form of proxy or voting instruction form and the Circular. The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular. The board of directors of Numinus has fixed the close of business on April 2, 2024 (the “**Record Date**”) as the record date for the determination of the Shareholders entitled to notice of, and to vote at the Meeting, and any adjournment thereof. All Shareholders of record as at the close of business on the Record Date are entitled to attend, participate and vote at the Meeting virtually or by proxy.

***Numinus is holding the Meeting virtually only, via live webcast. 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/230639520](http://web.lumiagm.com/230639520), provided that they follow the instructions in the accompanying Circular and remain connected to the internet at all times during the Meeting. Beneficial Shareholders (being Shareholders who hold their Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who do not appoint themselves as their proxyholder in accordance with the instructions in the accompanying Circular and provided by their intermediary will be able to participate as guests at the Meeting. Guests will be able to listen to the proceedings of the Meeting but will not be able to vote. Shareholders who usually vote by proxy ahead of the Meeting will be able to do so in the same manner as previous Shareholder meetings.

As a Shareholder, 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. Shareholders should follow the instructions on the forms they receive. Shareholders with questions should contact their intermediaries or Odyssey Trust Company (“**Odyssey**”), Numinus’ transfer agent, toll free within North America at 1-888-290-1175, outside of North America at 1-587-885-0960 or by e-mail to [appointee@odysseytrust.com](mailto:appointee@odysseytrust.com).

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. In order to be valid and acted upon at the Meeting, completed proxies or votes must be received by Odyssey by 9:00 a.m. (Vancouver Time) on May 29, 2024 or, in the case of any adjournment or postponement of the Meeting, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned or postponed Meeting. A person appointed as proxyholder need not be a Shareholder. Please see the Circular for further instructions.

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 beneficial 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 [appointee@odysseytrust.com](mailto:appointee@odysseytrust.com) and provide 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.

Numinus is using notice-and-access to provide Shareholders with access to electronic copies of this notice, the Circular, audited financial statements of the Company for the financial year ended August 31, 2023 and the accompanying management's discussion and analysis (collectively, the "**Meeting Materials**") instead of mailing paper copies. The Meeting Materials are available on Numinus' website at: <https://www.investors.numinus.com/governance/governance-documents>, and under Numinus' SEDAR+ profile on [www.sedarplus.ca](http://www.sedarplus.ca). The use of the notice-and-access provisions reduces costs to the Company. Shareholders may request to receive paper copies of the Meeting Materials by mail at no cost. Requests for paper copies must be received by May 21, 2024 in order to receive the paper copy in advance of the Meeting. For more information regarding notice-and-access or to obtain a paper copy of the Meeting Materials you may contact our transfer agent, Odyssey Trust Company, via [www.odysseycontact.com](http://www.odysseycontact.com) or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

**BY ORDER OF THE BOARD OF DIRECTORS**

*/s/ Payton Nyquvest*

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Payton Nyquvest  
Chief Executive Officer & Chairman