

GREENBRIAR CAPITAL CORP.
632 Foster Avenue
Coquitlam, BC V3J 2L7

**NOTICE OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS TO BE HELD ON JUNE 8, 2021**

TO: The Shareholders of Greenbriar Capital Corp.

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the Shareholders of Greenbriar Capital Corp. (“**Greenbriar**”) will be held in Vancouver, British Columbia, at Suite 1120 – 625 Howe Street, V6C 2T6, on Tuesday, the 8st day of June, 2021, at 10:00 a.m., for the following purposes:

1. To receive and consider the financial statements of Greenbriar for the fiscal year ended December 31, 2020, together with the report of the auditor thereon;
2. To determine the number of directors to be elected to the board;
3. To elect directors for the ensuing year or until their successors have been duly elected or appointed;
4. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
5. To consider and, if thought advisable, pass an ordinary resolution of Disinterested Shareholders to approve Greenbriar’s performance share plan;
6. To consider and, if thought advisable, pass an ordinary resolution of Disinterested Shareholders to ratify, confirm and approve Greenbriar’s stock option plan;
7. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting is an Information Circular and a Form of Proxy.

At the date of this Notice and the accompanying Information Circular it is the intention of Greenbriar to hold the Meeting at the location stated above in this Notice. Greenbriar is continuously monitoring the status of the coronavirus (“COVID-19”) outbreak. In light of the frequently changing public health guidelines related to COVID-19, GREENBRIAR ENCOURAGES SHAREHOLDERS AND PROXYHOLDERS NOT TO ATTEND THE MEETING IN PERSON AND URGES ALL SHAREHOLDERS TO VOTE BY PROXY IN ADVANCE OF THE MEETING IN ACCORDANCE WITH THE INSTRUCTIONS BELOW.

Greenbriar reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or

changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. If any such changes to the Meeting format occur, Greenbriar will announce any and all of these changes by way of news release, which will be filed under Greenbriar's profile on SEDAR as well as on Greenbriar's website at www.greenbriarcapitalcorp.ca. Greenbriar strongly recommends that you check Greenbriar's website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 pandemic, Greenbriar will not prepare or mail an amended notice, information circular or meeting materials.

If you are a registered shareholder of Greenbriar and, otherwise, unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Greenbriar's transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of Greenbriar and received this Notice of Meeting and accompanying materials through a stockbroker, securities dealer, bank, trust company, trustee or nominee of any of the foregoing that holds your securities on your behalf (each, an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 4th day of May, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

"Jeffrey J. Ciachurski"

Jeffrey J. Ciachurski
Chief Executive Officer