GREEN RISE FOODS INC.

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS TO BE HELD ON JUNE 20, 2023**

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Common Shares**") in the capital of Green Rise Foods Inc. ("**Green Rise**" or the "**Company**") will be held on June 20, 2023 at 11:00 a.m. (Toronto time) at the registered office of the Company located at 47 Colborne Street, Suite 301, Toronto, Ontario, M5E 1P8, Canada.

The Meeting will be held for the following purposes:

1. to receive the annual audited financial statements of the Company for the fiscal year ended December 31, 2022, together with the report of the auditors thereon;

2. to fix the number of directors of the Corporation to be elected at the Meeting at five;

3. to elect the directors of the Company for the ensuing year;

4. to appoint RSM Canada LLP, as the auditors of the Company for the ensuing year and to authorize the Board of Directors of the Company to fix their remuneration;

5. to ratify and approve the stock option plan of the Company, as more particularly described in the management information circular dated May 15, 2023 (the "**Circular**"); and

6. to transact such other business as may properly be brought before the Meeting or any adjournment(s) thereof.

Shareholders should refer to the Circular for more information with respect to the matters to be considered at the Meeting.

The Company strongly encourages each Shareholder to submit a form of proxy or voting instruction form in advance of the Meeting. The Company also encourages all Shareholders to monitor the Company's website for any changes to Meeting arrangements at https://www.greenrisefoods.ca/investors.

Only Shareholders at the close of business on May 12, 2023 (the "**Record Date**") are entitled to notice of and to vote at the Meeting or any adjournments or postponements thereof.

Shareholders may vote in person at the Meeting or any adjournments or postponements thereof, or they may appoint another person (who needs not be a Shareholder) as their proxy to attend and vote in their place.

To be valid, proxy forms must be dated, completed, signed and forwarded to TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1 no later than 11:00 a.m. (Toronto time) on June 16, 2023, or if the Meeting is adjourned or postponed, by 8:30 p.m. (Toronto time) on the second business day prior to the date on which the Meeting is reconvened.

Toronto, Ontario
May 15, 2023

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Vincent Narang*"
Vincent Narang
Chief Executive Officer and Director