



GROWMAX RESOURCES CORP.
203, 602 – 11th Avenue S.W.
Calgary, AB T2R 1J8
Telephone: (587) 390-7015

**NOTICE OF ANNUAL AND SPECIAL MEETING OF
SHAREHOLDERS OF GROWMAX RESOURCES CORP.**

TO BE HELD ON JUNE 28, 2017

TO THE SHAREHOLDERS:

TAKE NOTICE that an annual and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of GrowMax Resources Corp. (the “**Corporation**”) will be held at The Metropolitan Centre, 333 – 4 Avenue S.W., Calgary, Alberta, Canada on June 28, 2017, at 3:00 p.m. (Calgary time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2016 and the unaudited interim consolidated financial statements of the Corporation for the interim period ended March 31, 2017;
2. to fix the size of the board of directors (“**Board of Directors**”) at seven (7) members;
3. to elect the Board of Directors for the ensuing year;
4. to appoint PricewaterhouseCoopers LLP, Chartered Accountants, of Calgary, Alberta, as auditors of the Corporation, at a remuneration to be fixed by the Board of Directors;
5. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the stock option plan of the Corporation (the “**Option Plan Resolution**”); and
6. to transact any such other business as may properly be brought before the Meeting or any adjournment thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the Information Circular accompanying this Notice of Meeting. At the Meeting, Shareholders will be asked to approve each of the foregoing items.

Each Common Share will entitle the holder thereof to one vote at the Meeting. The Option Plan Resolution must be passed by a simple majority of votes cast by Shareholders present in person or by proxy at the Meeting and entitled to vote. **The Board unanimously recommends that Shareholders vote FOR the Option Plan Resolution.**

The record date (the “**Record Date**”) for determination of Shareholders entitled to receive notice of and to vote at the Meeting is the close of business on May 23, 2017. Shareholders of record whose names have been entered in the register of holders of Common Shares at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent that a Shareholder transfers the ownership of any Common Shares after the Record Date and the transferee of those Common Shares establishes ownership of such Common Shares and demands, not later than ten (10) days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

Registered Shareholders may attend the Meeting in person or by proxy. Shareholders who are unable to attend the Meeting or any adjournments thereof in person are requested to date, sign and return the applicable accompanying

Instrument of Proxy for use at the Meeting or any adjournment thereof. To be effective, the applicable enclosed Instrument of Proxy must be received by Computershare Trust Company of Canada (“**Computershare**”) at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 Attention: Proxy Department, no later than: (a) 3:00 p.m. (Calgary time) on June 26, 2017, or, (b) if the Meeting is adjourned, forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta, Canada) before the beginning of any adjournment of the Meeting. Shareholders may also give voting instructions through the internet or by telephone and if you do so, you may also appoint another person to be your proxyholder. Please go to www.investorvote.com or dial 1-866-732-8683 and follow the instructions. You will require the control number found on your proxy form.

If a Shareholder receives more than one Instrument of Proxy because such holder owns Common Shares registered in different names or addresses, each Instrument of Proxy should be completed and returned.

A proxyholder has discretion under the accompanying Instrument of Proxy in respect of amendments or variations to matters identified in this Notice of Meeting and with respect to other matters which may properly come before the Meeting, or any adjournment thereof. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the applicable form of proxy are encouraged to review the Information Circular carefully before submitting such proxy form.

If you are a non-registered holder of Common Shares (as most shareholders are) and have received these materials through your broker or through another intermediary, please complete the voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided therein. Failure to follow these instructions may result in your Common Shares not being voted at the Meeting.

DATED at Calgary, Alberta this 30 day of May, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Abdel Badwi*”

Abdel Badwi

Chief Executive Officer

IMPORTANT

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your Common Shares represented, please submit a proxy by:

- (a) completing, dating and signing the enclosed Instrument of Proxy and returning it in the envelope provided for that purpose to Computershare Trust Company of Canada by mail or by hand, attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1;
- (b) by using a touch-tone phone to transmit voting choices to the toll free number 1-866-732-8683 and following the instructions of the voice response system by providing the Control Number and the Holder Account Number located on the Instrument of Proxy; or
- (c) by using the internet through Computershare’s website at www.investorvote.com.

In all cases, to be effective, proxies must be received by Computershare no later than (a) 3:00 p.m. (Calgary time) on June 26, 2017, or (b) if the Meeting is adjourned, at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta, Canada) before the beginning of any adjournment of the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman is under no obligation to accept or reject any particular late proxy.

Non-registered Shareholders should carefully follow the instructions of the intermediary providing these materials on behalf of the Corporation including those regarding when, where and how the voting instruction form is to be completed and delivered.

Shareholders are cautioned that the use of the mail to transmit any Instrument of Proxy is at such Shareholder’s risk.