



GROWMAX RESOURCES CORP.

915 – 700 West Pender Street
Vancouver, BC V6C 1G8

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON AUGUST 7, 2019

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of Growmax Resources Corp. (the “**Corporation**”) will be held at the offices of McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7 on August 7, 2019 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2018, together with the auditors’ report thereon;
2. to set the number of directors of the Corporation for the ensuing year at four (4) persons;
3. to elect directors of the Corporation to serve from the close of the Meeting until the next annual meeting of the shareholders, or until such time as their successors are duly elected or appointed in accordance with the Corporation’s constating documents;
4. to appoint PricewaterhouseCoopers LLP, as the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditor;
5. to ratify, confirm and approve the Corporation’s Stock Option Plan for continuation until the Corporation’s next annual general meeting;
6. to consider, and if thought advisable, to pass an ordinary resolution to ratify, confirm and approve the adoption of the Corporation’s Fixed Restricted Share Unit Plan (“**RSU Plan**”) and the RSUs that were granted prior to shareholder approval of the RSU Plan as detailed in the Information Circular;
7. to consider, and if thought advisable, to pass with or without variation, a special resolution: (i) approving the continuance of the Corporation from the Province of Alberta under the provisions of the *Business Corporations Act* (Alberta) and into the Province of British Columbia under the provisions of the *Business Corporations Act* (British Columbia); (ii) to adopt new Articles of the Corporation upon the continuance; and (iii) to repeal the existing by-laws of the Corporation upon completion of the continuance;
8. To consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving the change of business of the Corporation from a mining issuer to an investment company;
9. to consider, and if deemed advisable, pass, with or without variation, an ordinary resolution to approve the voluntary delisting of the Corporation’s Common Shares from the TSX Venture Exchange;

10. to consider, and if deemed advisable, pass, with or without variation, an ordinary resolution to authorize the Corporation to apply to the Canadian Securities Exchange to list the Common Shares for trading;
11. to consider, and if deemed advisable, pass, with or without variation, a special resolution to approve the reduction of stated capital of the Corporation and complete a return of capital to the shareholders; and
12. to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or at any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and is expressly incorporated as a part of, this Notice of Meeting.

The Corporation's Board of Directors has fixed July 2, 2019 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Corporation and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Corporation's transfer agent, Computershare Trust Company of Canada ("**Computershare**") at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 Attention: Proxy Department, not less than 48 hours (excluding Saturdays, Sundays and Statutory holidays recognized in the Province of Ontario) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your common shares not being eligible to be voted by proxy at the Meeting.

Dated at Vancouver, British Columbia this 2nd day of July, 2019.

BY ORDER OF THE BOARD OF DIRECTORS OF

GROWMAX RESOURCES CORP.

"Kal Malhi"

Kal Malhi
Chief Executive Officer