

CANN-IS CAPITAL CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE THAT an annual and special meeting (the “**Meeting**”) of the shareholders of Cann-Is Capital Corp. (the “**Corporation**”) will be held on Tuesday, November 10, 2020 at 10:00 a.m. (Toronto time) by Zoom video conference via <https://gowlingwlgca.zoom.us/j/91098816209?pwd=aIJqN1FXUkphMUISQUhXOUlyR2ZWQT09> and entering 910 9881 6209 as the Meeting ID and 916405 for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial period from the date of incorporation to December 31, 2019 and the accompanying report of the auditors;
2. to appoint auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the auditors’ remuneration, as more fully described in the management information circular dated October 9, 2020 (the “**Management Information Circular**”) accompanying this notice of Meeting;
3. (A) to elect the directors of the Corporation to serve from the close of the Meeting (the “**Current Slate**”) until the earlier of (i) the close of the next annual meeting of shareholders of the Corporation; and (ii) a date determined by the Current Slate, such date to be (x) no earlier than the time of completion of the Corporation’s proposed qualifying transaction with CWE European Holdings Inc. (the “**CWE Transaction**”) and (y) not later than one business day following the date of completion of the CWE Transaction, and, if no such determination is made by the Current Slate, such determination will be deemed to have been made and the date deemed to be determined shall be one business day following the date of completion of the CWE Transaction (any such determined time, the “**Change of Board Time**”), as more fully described in the Management Information Circular; and (B) to elect the directors of the Corporation to serve from the Change of Board Time until the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed;
4. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the amendment of the articles of the Corporation to change the name of the Corporation to “HANf Inc.” or such other similar name as the Board, in its sole discretion, deems appropriate, as more fully described in the Management Information Circular;
5. to consider, and, if deemed appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders to re-approve the stock option plan of the Corporation as more fully described in the Management Information Circular; and
6. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

Information relating to the items above is set forth in the Management Information Circular.

Only shareholders of record as of October 6, 2020, the record date, are entitled to notice of the Meeting and to vote at the meeting and at any adjournment or postponement thereof.

IMPORTANT

It is desirable that as many common shares as possible be represented at the Meeting. If you do not expect to attend and would like your common shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be deposited at the office of the Registrar and Transfer Agent of the Corporation, TSX Trust Company, at its principal office at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any postponement or adjournment thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

DATED at Toronto, Ontario this 9th day of October, 2020.

By Order of the Board of Directors of Cann-Is Capital Corp.

(signed) “Jonathan Graff”

Jonathan Graff
Chief Executive Officer