NUMINUS WELLNESS INC.
801 – 33 Water Street
Vancouver, BC
V6B 1R4

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN that the Annual General and Special Meeting of holders (the "**Shareholders**") of Common Shares (the "**Shares**") of Numinus Wellness Inc. ("**Numinus**") will be held virtually through LUMI:

When:	Wednesday, February 15, 2023 at 9:00am (Vancouver time)
Where:	Live webcast at **web.lumiagm.com/287164731**
Meeting Password:	numinus2023

The Meeting is being held for the following purposes, the details of which are set out in the management information circular (the "**Circular**") accompanying this notice:

1. to receive Numinus' audited financial statements for the financial year ended August 31, 2022 and the auditor's reports thereon;
2. to set the number of directors of Numinus to be elected at the Meeting at five (5);
3. to elect directors of Numinus to hold office until the next annual meeting of Shareholders or until their successors are elected or appointed, as described in the Circular;
4. to appoint Davidson & Company LLP, Chartered Professional Accountants, as Numinus' auditor for the ensuing fiscal year and to authorize the directors to set the auditor's remuneration;
5. to consider, and if thought appropriate, pass, with or without variation, an ordinary resolution, the full text of which is set out in the Circular, approving certain amendments to Numinus' Omnibus Equity Incentive Plan; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

This notice is accompanied by a form of proxy or voting instruction form and the Circular. The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular. The board of directors of Numinus has fixed the close of business on January 13, 2023 (the "**Record Date**") as the record date for the determination of the Shareholders entitled to notice of, and to vote at the Meeting, and any adjournment thereof. All Shareholders of record as at the close of business on the Record Date are entitled to attend, participate and vote at the Meeting virtually or by proxy.

Due to the ongoing concerns related to the spread of the coronavirus (COVID-19) and in order to protect the health and safety of Shareholders, employees, other stakeholders and the community, Numinus is holding the Meeting virtually only, via live webcast. Shareholders will not be able to attend the Meeting in person.

Registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at: **web.lumiagm.com/287164731** provided that they follow the instructions in the accompanying Circular and remain connected to the internet at all times during the Meeting. Beneficial Shareholders (being shareholders who hold their Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who do not appoint themselves as their proxyholder in accordance with the instructions in the accompanying Circular and provided by their intermediary will be able to participate as guests at the Meeting. Guests will be able to listen to the proceedings of the Meeting but cannot vote. Shareholders who usually vote by proxy ahead of the Meeting will be able to do so in the same manner as previous Shareholder meetings.

As a Shareholder, it is very important that you read the Circular and other Meeting materials carefully. They contain important information with respect to voting your Shares and attending and participating at the Meeting. Shareholders should follow the instructions on the forms they receive. Shareholders with questions should contact their intermediaries or Odyssey Trust Company ("**Odyssey**"), Numinus' transfer agent, toll free within North America at 1-888-290-1175, outside of North America at 1-587-885-0960 or by e-mail to appointee@odysseytrust.com.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. In order to be valid and acted upon at the Meeting, completed proxies or votes must be received by Odyssey by 9am (Vancouver Time) on February 13, 2023 or, in the case of any adjournment or postponement of the Meeting, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned or postponed Meeting. A person appointed as proxyholder need not be a Shareholder. Please see the Circular for further instructions.

If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your Shares, including if you are a beneficial Shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you **MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting**. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, shareholders MUST send an email to appointee@odysseytrust.com and provide Odyssey with their proxyholder's contact information, amount of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Odyssey may provide the proxyholder with a Username via email.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Payton Nyquvest

Payton Nyquvest
Chief Executive Officer & Chairman