## NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting of Shareholders of GrowPros Cannabis Ventures Inc. (the "**Corporation**") will be held at 5460 Canotek Road, Unit 99, Ottawa, Ontario, on Monday, September 19, 2016, at 11:00 a.m. (local time), for the following purposes:

1. to present to the shareholders the financial statements of the Corporation for the year ended November 30, 2015, as well as the auditors' report thereon;

2. to elect the directors of the Corporation;

3. to appoint the auditors of the Corporation and to authorize the Board of Directors to establish the auditors' remuneration;

4. to approve the name change resolution;

5. to adopt a special resolution approving a consolidation of the share capital of the Corporation on the basis of one (1) post-consolidation common share for every three (3) pre-consolidation common shares (the "**Share Consolidation Resolution**"); and

6. to transact such other business that may properly come before the meeting.

The enclosed information circular discloses additional information on the matters to be acted upon at the meeting.

Ottawa, Ontario August 15, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

*(s) "Ryan Brown"*
**Ryan Brown, President and CEO**

**Since it is desirable that as many shares as possible be represented and voted at the Meeting, a shareholder, who is unable to attend the Meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.**