

NATIONAL ACCESS CANNABIS CORP.
d/b/a Meta Growth

56 Aberfoyle Crescent, Suite 200
Toronto, Ontario M8X 2W4

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of National Access Cannabis Corp. d/b/a Meta Growth (“**NAC**” or the “**Corporation**”) will be held at the Toronto office of Borden Ladner Gervais LLP at 3400-22 Bay Adelaide Centre, Toronto, Ontario, M5H 4E3 on February 19, 2020, at 10:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited financial statements of NAC for the financial year ended August 31, 2019, together with the notes thereto and the auditors’ report thereon;
2. to fix the number of directors to be elected for the ensuing year at five (5);
3. to elect the board of directors of NAC (the “**Board**”) for the ensuing year;
4. to appoint MNP LLP, Chartered Accountants, as auditors of NAC for the ensuing year, at a remuneration to be fixed by the Board;
5. to consider, and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the accompanying information circular prepared for the purposes of the Meeting (“**Information Circular**”), approving NAC’s amended and restated stock option plan;
6. to consider, and if deemed advisable, to approve, with or without variation, a special resolution approving NAC’s restricted share unit plan;
7. to consider, and if deemed advisable, to approve, with or without variation, a special resolution to change the name of the Corporation to Meta Growth Corp.; and
8. to transact such further and 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.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be received by TSX Trust Company, Attention: Proxy Department, 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Alberta) prior to the Meeting or any adjournment or postponement thereof. Registered Shareholders may also use the internet (www.voteproxyonline.com) to transmit their voting instructions.

The proxyholder has discretion under the accompanying form of proxy to consider such further and other business as may properly be brought before the Meeting or any adjournment thereof. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

If you are an unregistered holder of Common Shares and receive these materials through your broker or through another intermediary, please complete the form of proxy or voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided therein. Late forms of proxy may be accepted or rejected by the Chairman of the Meeting in his sole discretion and the Chairman is under no obligation to accept or reject any particular late form of proxy.

The record date for the Meeting has been fixed at the close of business on January 6, 2020 (the “**Record Date**”). Only Shareholders of record as at the Record Date are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those Common Shares included in the list of Shareholders prepared as at the Record Date. If a Shareholder transfers Common Shares after the Record Date and the transferee of those Common Shares, having produced properly endorsed certificates evidencing such Common Shares or having otherwise established that the transferee owns such Common Shares, demands, at least 10 days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, such transferee shall be entitled to vote such Common Shares at the Meeting.

DATED at the City of Calgary, in the Province of Alberta, this 6th day of January, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS OF
NATIONAL ACCESS CANNABIS CORP.**

(signed) “Mark Goliger”

Mark Goliger
Chief Executive Officer and Director