MEDIPHARM LABS CORP.

NOTICE OF SPECIAL MEETING OF MEDIPHARM SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT a special meeting (the "**MediPharm Meeting**") of the holders (the "**MediPharm Shareholders**") of common shares (the "**MediPharm Shares**") of MediPharm Labs Corp. ("**MediPharm**") will be held virtually via live audio webcast at https://virtual-meetings.tsxtrust.com/1438 (password: medipharm2023) on March 21, 2023 at 1:00 p.m. (Toronto time), subject to any adjournment(s) or postponement(s) thereof, for the following purposes:

1. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution (the "**MediPharm Share Issuance Resolution**"), the full text of which is set forth at Schedule B to the accompanying joint management information circular of VIVO Cannabis Inc. ("**VIVO**") and MediPharm dated February 6, 2023 (the "**Information Circular**"), approving the issuance by MediPharm of up to such number of MediPharm Shares as may be required to be issued pursuant to a plan of arrangement under Section 192 of the *Canada Business Corporations Act* (the "**Arrangement**") involving MediPharm, VIVO and the shareholders of VIVO in accordance with the terms of the arrangement agreement dated December 21, 2022 between MediPharm and VIVO (the "**Arrangement Agreement**"), a copy of which is available on MediPharm's profile at www.sedar.com, as more particularly described in the Information Circular; and

2. to transact such other business, including amendments to the foregoing, as may properly be brought before the MediPharm Meeting or any adjournment or postponement thereof.

The board of directors of MediPharm has unanimously determined that the Arrangement is in the best interests of MediPharm, and unanimously recommends that MediPharm Shareholders vote in favour of the MediPharm Share Issuance Resolution. If the MediPharm Share Issuance Resolution is not approved by the MediPharm Shareholders at the MediPharm Meeting, the Arrangement will not be completed.

Each MediPharm Share entitled to be voted in respect of the MediPharm Share Issuance Resolution will entitle the holder thereof to one vote at the MediPharm Meeting. The MediPharm Share Issuance Resolution must be approved by at least a simple majority of the votes cast by MediPharm Shareholders present (virtually) or represented by proxy and entitled to vote at the MediPharm Meeting.

The MediPharm Board has fixed the close of business on January 23, 2023 (the "**Record Date**") as the record date for determining the MediPharm Shareholders who are entitled to receive notice of and to vote at the MediPharm Meeting. Only registered MediPharm Shareholders of record as of the close of business on the Record Date are entitled to receive notice of the MediPharm Meeting and to attend and vote at the MediPharm Meeting virtually.

The Information Circular contains the full text of the MediPharm Share Issuance Resolution and provides additional information relating to the subject matter of the MediPharm Meeting, including the Arrangement, and is deemed to form part of this notice of special meeting (this "**Notice**").

MediPharm is using notice-and-access to provide MediPharm Shareholders with electronic access to this Notice and the Information Circular (collectively, the "**MediPharm Meeting Materials**"), instead of mailing paper copies. The MediPharm Meeting Materials are available on the website of MediPharm's transfer agent, TSX Trust at https://docs.tsxtrust.com/2120 and can also be accessed under MediPharm's profile on www.sedar.com.

To request a paper copy of the MediPharm Meeting Materials by mail or to receive additional information about notice-and-access, please call MediPharm's transfer agent, TSX Trust Company ("**TSX Trust**"), toll free at 1-866-600-5869. There is no cost to MediPharm Shareholders for requesting a paper copy of the MediPharm Meeting Materials. Any MediPharm Shareholder wishing to request a paper copy of the MediPharm Meeting Materials should do so by 5:00 p.m. (Toronto time) on March 10, 2023, in order to receive and review the MediPharm Meeting Materials.

The MediPharm Meeting will be held virtually and MediPharm Shareholders who choose to attend the MediPharm Meeting will do so by accessing a live audio webcast of the MediPharm Meeting via the internet. MediPharm Shareholders and duly appointed proxyholders can access the MediPharm Meeting by visiting https://virtual-meetings.tsxtrust.com/1438. The password for the MediPharm Meeting is "medipharm2023" (case sensitive). At this website, MediPharm Shareholders will be able to listen to the MediPharm Meeting live, submit questions and submit their vote while the MediPharm Meeting is being held. We believe hosting the MediPharm Meeting virtually will enable increased MediPharm Shareholder attendance from different geographic locations and will encourage more active MediPharm Shareholder engagement and participation at the MediPharm Meeting.

MediPharm Shareholders who are unable to attend the MediPharm Meeting must follow the instructions on the enclosed proxy or voting instruction form. Only registered MediPharm Shareholders and duly appointed proxyholders may participate and vote at the MediPharm Meeting. MediPharm Shareholders that hold their MediPharm Shares with a bank, broker or financial intermediary and wish to vote at the MediPharm Meeting must carefully follow the instructions provided by their intermediary. In order to be effective, proxies must be received by the Chair of the MediPharm Meeting before the commencement of the MediPharm Meeting or any adjournment thereof. If you are attending the MediPharm Meeting, please log-on to the virtual meeting in advance to ensure that your web browser and internet connection are working properly.

Voting by proxy will not prevent you from voting at the MediPharm Meeting if you revoke your proxy and attend virtually, but will ensure that your vote will be counted if you are unable to attend. **In all cases, you should ensure that your proxy is received by TSX Trust by no later than 48 hours prior (excluding Saturdays, Sundays and holidays) to the MediPharm Meeting or any adjournment or postponement thereof.** In this case, assuming no adjournment of the MediPharm Meeting, the proxy cut-off time is 1:00 p.m. (Toronto time) on March 17, 2023. The proxy deadline may be waived or extended by the Chair of the MediPharm Meeting at his or her discretion without notice.

A MediPharm Shareholder has the right to appoint a person (who need not be a MediPharm Shareholder) to attend and act for such MediPharm Shareholder on his, her or its behalf at the MediPharm Meeting other than the persons designated in the enclosed form of proxy (the "Appointee"). Such right may be exercised by inserting in the blank space provided for that purpose the name of the Appointee or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to MediPharm's transfer agent and registrar, TSX Trust, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the MediPharm Meeting or any adjournment thereof. **As an additional step required once the MediPharm Shareholder has deposited their proxy, the Appointee will need to be registered with TSX Trust to receive a control number in order to participate at the MediPharm Meeting. To register the Appointee with TSX Trust, please go to https://tsxtrust.com/resource/en/75 and return a properly completed request form to tsxtrustproxyvoting@tmx.com by no later than 5:00 p.m. (Toronto time) on March 20, 2023.**

Your vote is very important, regardless of the number of MediPharm Shares that you own. Whether or not you expect to virtually attend the MediPharm Meeting, we encourage you to carefully review the Information Circular and vote through a proxy or voting instruction form, as applicable, as promptly as possible to ensure that your vote will be counted at the MediPharm Meeting. If you have any questions about any of the information or require assistance in completing your form of proxy or voting instruction form for your MediPharm Shares, as applicable, please consult your financial, legal, tax and other professional advisors.

DATED at Toronto, Ontario, as of February 6, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"David Pidduck"
David Pidduck
Chief Executive Officer