KIARO HOLDINGS CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of shareholders of Kiaro Holdings Corp. (“**Kiaro**” or the “**Company**”) will be held in person at 2600 – 1066 West Hastings Street, Vancouver, British Columbia at 10:00 a.m. (PST) on Monday, March 27, 2023 (the “**Meeting**”) for the following purposes:

At the Meeting, Shareholders will be asked to:

1. receive the audited financial statements of the Company for its fiscal year ended January 31, 2022 with auditor’s report thereon;
2. fix the number of directors of the Company at four;
3. elect four directors of the Company for the ensuing year;
4. appoint MNP LLP, Chartered Professional Accountants as the Company’s auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. approve and confirm the Company’s “rolling 10%” stock option plan,
6. approve the 137 Transaction;
7. approve the VAPED Transaction; and
8. transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

All matters set forth above for consideration at the Meeting are more particularly described in the accompanying management information circular (“**Information Circular**”). A Proxy form and Return Card also accompany this Notice of Meeting.

Only shareholders of record at the close of business on February 23, 2023 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Registered shareholders who are unable to or who do not wish to attend the Meeting in person are requested to date and sign the enclosed Proxy form promptly and return it in the self-addressed envelope enclosed for that purpose or by any of the other methods indicated on the Proxy form. To be used at the Meeting, proxies must be received by Odyssey Trust Company, Proxy Department, 350 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2, by 10:00 a.m. (PST) on March 23, 2023 or, if the Meeting is adjourned, by 10:00 a.m. (PST), on the second last business day prior to the date on which the Meeting is reconvened, or may be accepted by the chairman of the Meeting prior to the commencement of the Meeting. If a registered shareholder receives more than one Proxy form because such shareholder owns shares registered in different names or addresses, each Proxy form should be completed and returned.

If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, you must complete and return your voting instructions in accordance with the procedures provided by your broker or such other intermediary.

DATED at Vancouver, British Columbia, on February 23, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

“*Jatinder Dhaliwal*”

Jatinder Dhaliwal
Chief Executive Officer and Director