

PLANT-BASED INVESTMENT CORP.
(formerly, Cannabis Growth Opportunity Corporation)

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Plant-Based Investment Corp. (formerly, Cannabis Growth Opportunity Corporation) (the “**Corporation**”) will be held at 711 Ontario St., Cobourg, Ontario, K9A 3C6 on Thursday, May 27, 2021 at 10:00 a.m. (Eastern time) for the following purposes:

1. to present the audited consolidated financial statements of the Corporation for the year ended October 31, 2020, together with the report of the auditors thereon;
2. to re-appoint MNP LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix its remuneration;
3. to elect directors of the Corporation to hold office until the next annual meeting of Shareholders or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated;
4. to consider and, if thought fit, to pass, with or without modification, a special resolution (the “**By-Law Amendments Resolution**”) authorizing certain amendments to the Corporation’s By-Law No. 1 (the “**By-Law Amendments**”) to update the Corporation’s investment objectives and restrictions, as more particularly described in the accompanying management information circular dated April 27, 2021 (the “**Circular**”) (the text of the By-Law Amendments Resolution is included in the accompanying Circular under the heading “*By-Law Amendments*” and the text of the By-Law Amendments are included in Schedule “A” to the Circular);
5. to consider and, if thought fit, to pass, with or without modification, a special resolution (the “**Preferred Share Resolution**”) approving an amendment to the articles of the Corporation to create a new class of preferred shares (the “**Preferred Shares**”) that may be issued in one or more series, with rights and restrictions attaching thereto that allow the board of directors of the Corporation to fix the number of shares in the series and to fix the preferences, special rights and restrictions, privileges, conditions and limitations attaching to the shares of that series, as more particularly described in the accompanying Circular (the text of the Preferred Share Resolution is included in the accompanying Circular under the heading “*Creation of New Class of Preferred Shares – Resolution*” and the text of the provisions of the Preferred Shares is included in Schedule “B” to the Circular);

Registered Shareholders have the right to dissent with respect to the Preferred Share Resolution and, if the Preferred Share Resolution becomes effective, to be paid the fair value of their Common Shares in accordance with the provisions of Section 190 of the *Canada Business Corporations Act* (the “**CBCA**”). A Shareholder’s right to dissent is more particularly described in the Circular and the text of Section 190 of the CBCA is included in Schedule “C” to the Circular. Please refer to the Circular under the heading “*Creation of New Class of Preferred Shares – Rights of Dissenting Shareholders*” for a description of the right to dissent in respect of the Preferred Share Resolution;

Failure to strictly comply with the requirements set forth in Section 190 of the CBCA with respect to the Preferred Share Resolution may result in the loss of any right to dissent. Persons who are beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered holders of Common Shares are entitled to dissent. Accordingly, a beneficial owner of Common Shares desiring to exercise the right to dissent must make arrangements for the Common Shares beneficially owned by such holder to be registered in such holder's name prior to the time the written objection to the Preferred Share Resolution is required to be received by the Corporation or, alternatively, make arrangements for the registered holder of such Common Shares to dissent on behalf of the holder; and

6. to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

This notice of meeting (the “**Notice of Meeting**”) is accompanied by the Circular and a form of proxy (the “**Form of Proxy**”), which should be read in conjunction with this Notice of Meeting.

The Corporation may supplement, update or amend the Circular after the date hereof and prior to the Meeting by filing a press release or a material change report with a securities commission or similar authority in Canada that specifically states that it is intended to supplement, update or amend the Circular.

Shareholders may attend the Meeting in person or may be represented by proxy. Shareholders unable to attend the Meeting or any adjournment(s) thereof in person are requested to date, sign and return the enclosed Form of Proxy to the attention of the Proxy Department of Odyssey Trust Company at 702-67 Yonge Street, Toronto, Ontario, Canada, M5E 1J8. To be effective, a proxy must be received not later than 10:00 a.m. (Eastern time) on May 25, 2021, or in the event that the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) immediately preceding any adjournment(s) or postponement(s) thereof. Instead of mailing your proxy, Shareholders may choose to vote using the Internet in accordance with the instructions set out in the Form of Proxy.

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of COVID-19, and to mitigate the risks to the health and safety of our communities, shareholders, employees and other stakeholders, although we plan to hold an in-person meeting, **we strongly recommend that you DO NOT attend the Meeting in person, particularly if you are experiencing any of the described COVID-19 symptoms or if you or someone with whom you have been in close contact has travelled to/from outside Ontario within the 14 days prior to the Meeting.** Unlike other years, we intend to quickly deal with the business at hand and there will be no refreshments or additional presentations at the Meeting. COVID-19 is causing unprecedented social and economic upheaval and we want to ensure that no one is unnecessarily exposed to any risks. Your participation at the Meeting is still important to us and we therefore encourage you to complete and return your Form of Proxy or the voting instruction form (the “**VIF**”) you receive from your nominee, if you are a beneficial Shareholder, in accordance with the instructions in the accompanying Circular to ensure that your votes are counted.

We may take additional precautionary measures in relation to the Meeting in response to further developments with COVID-19. In the event it is not possible or advisable to hold the Meeting in person, we will announce alternative arrangements for the Meeting as promptly as practicable, which may include delaying the Meeting or holding the Meeting entirely by electronic means, telephone or other communication facilities. **If you are a registered shareholder or appointed proxyholder and are planning to attend the Meeting, please notify the Corporation within a minimum of five (5) business days' in advance of the Meeting by either: (i) the email address annualmeeting@pbinvest.ca; or (ii)**

the phone number 1-647-660-0566, Ext. 102. Public health restrictions and recommendations in place at the time of the Meeting may require the Corporation to restrict the number of people in attendance at the Meeting and therefore physical attendance by a shareholder or appointed proxyholder may not be possible.

The board of directors of the Corporation has fixed the close of business on April 22, 2021, as the record date for the determination of the Shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment or postponement thereof. Only Shareholders of record at the close of business on April 22, 2021 will be entitled to vote at the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion. The Chairman is under no obligation to accept or reject any particular late proxy.

If you vote by the Internet, do not mail back your proxy. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the management nominees named on the Form of Proxy.

Non-registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a VIF.

Copies of this Notice of Meeting, the Circular, the Form of Proxy, and the audited consolidated financial statements are filed under the Corporation's profile on SEDAR at www.sedar.com.

The Circular contains details of matters to be considered at the Meeting. **Please review the Circular before voting.**

DATED this 27th day of April, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS
OF PLANT-BASED INVESTMENT CORP.**

"Paul Crath" _____

Paul Crath

Director & Chief Executive Officer