



**HERITAGE CANNABIS HOLDINGS CORP.  
(formerly Umbral Energy Corp.)  
929 Mainland Street  
Vancouver, British Columbia Canada V6B 1S3**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
AND AVAILABILITY OF MEETING MATERIALS**

You are receiving this notification as Heritage Cannabis Holdings Corp. (the “**Company**”) is using the notice and access procedures adopted by the Canadian Securities Administrators for electronic delivery of its Notice of Meeting and Information Circular for the Company’s August 10, 2018 Annual General Meeting (the “**Meeting Materials**”) instead of mailing out paper copies. Under this delivery method, companies can, instead of mailing out paper copies, post their meeting materials on a website and send a notification to shareholders with access details.

This notification provides details of the date, time and place of the Annual General Meeting, including the matters to be voted on, and instructions on how to access an electronic copy, or request a paper copy of the Meeting Materials. Accompanying this notice is a form of Proxy or Voting Instruction form.

**HOW TO ACCESS THE MEETING MATERIALS**

The Meeting Materials can be viewed online under the Company’s profile at [www.sedar.com](http://www.sedar.com) or on the Company’s website at <https://heritagecann.com/investors>.

You can obtain a paper copy of the Meeting Materials free of charge, by

1. calling the Company at 604-628-1767, or toll-free at 1-855-210-4851 (in Canada or the U.S.); or
2. sending an email to [info@heritagecann.com](mailto:info@heritagecann.com), by providing your name and mailing address.

If you wish to receive a paper copy of the Meeting Materials, they will be sent within three business days of your request, if such requests are made before the meeting date. To ensure you receive the material in advance of the voting deadline and meeting date, your request should be provided to the Company as soon as possible.

**MEETING DATE AND LOCATION**

The Annual General Meeting of Shareholders will be held on Friday, August 10, 2018, at 10:00 a.m. (Pacific Time) at McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia Canada (the “**Meeting**”).

**MATTERS TO BE VOTED ON AT THE MEETING**

At the Meeting, shareholders will be asked to vote on the following:

1. **Election of Directors** – To elect directors of the Company for the ensuing year. At the Meeting, three individuals are proposed to be elected to the board. See “**Election of Directors**” as detailed in the Company’s Information Circular;
2. **Appointment of Auditors** – To appoint Morgan Company LLP, Chartered Professional Accountants, as Auditors of the Company for the ensuing year. See “**Appointment of Auditors**” as detailed in the Company’s Information Circular;
3. **Adoption of Fixed Restricted Share Unit Plan/RSU Awards** – To ratify, confirm and approve by an ordinary resolution of disinterested shareholders, the adoption of the Company’s fixed restricted share unit plan together with approval to RSU awards. See “**Fixed Restricted Share Unit Plan/RSU Awards**” as detailed in the Company’s Information Circular.

**VOTING**

**You cannot vote by returning this notice.**

To vote your securities you must vote online, by telephone, by fax or by mailing the enclosed Proxy or Voting Instruction Form for receipt by 10:00 a.m. (Pacific Time), on Wednesday, August 8, 2018 using the enclosed Business Reply Envelope.

If you ask for the Meeting Materials to be mailed to you, please note that another Proxy or Voting Instruction Form will not be sent; please retain your current one for voting purposes.

**Please review the Meeting Materials before voting.**

**QUESTIONS**

Shareholders with questions about Notice and Access can contact the Company at 604-628-1767 or through its toll-free number at 1-855-210-4851 (in Canada or the U.S.), or by email at [info@heritagecann.com](mailto:info@heritagecann.com).