



**HERITAGE CANNABIS HOLDINGS CORP.
(formerly Umbral Energy Corp.)**

**929 Mainland Street, Vancouver, British Columbia Canada V6B 1S3
Telephone: 604-628-1767 or Toll Free number: 1-855-210-4851**

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of **Heritage Cannabis Holdings Corp.** (the “**Company**”) will be held at McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia Canada, on **Friday, August 10, 2018**, at the hour of 10:00 a.m. Pacific Time, for the following purposes:

1. to table the audited financial statements of the Company for the two fiscal years ended October 31, 2017 and October 31, 2016 (with comparative statements relating to the preceding fiscal periods) together with the report of the Auditors and the management’s discussion and analysis thereon;
2. to elect Directors for the ensuing year;
3. to appoint the Auditors of the Company for the ensuing year; and
4. to consider, and if thought advisable, to pass an ordinary resolution of disinterested shareholders to ratify, confirm and approve the adoption of the Company’s Fixed Restricted Share Unit Plan together with approval to RSU awards as detailed in the Information Circular.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to, or variation of, any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders of record on the Company’s books at the close of business on June 20, 2018 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each common share is entitled to one vote.

The audited financial statements of the Company for the two fiscal years ended October 31, 2017 and October 31, 2016, together with the report of the Auditor and the management’s discussion and analysis thereon are available on www.sedar.com and copies of these documents will also be available at the Meeting.

All Registered Shareholders unable to attend the Meeting in person and who wish to ensure their Common Shares will be voted at the Meeting are asked to complete, date and sign the enclosed form of Proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular. To be effective, the Proxy must be duly completed and signed and then deposited with the Company’s registrar and transfer agent, Computershare Investor Services Inc., or voted via telephone, fax or via the internet (online) as specified in the Proxy, no later than 10:00 a.m., Pacific Time, on August 8, 2018.

If you hold your Common Shares in a brokerage account you are a non-registered shareholder (“Beneficial Shareholder”). Beneficial Shareholders who hold their Common Shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of Proxy or Voting Instruction Form (“VIF”) provided to them by their intermediary, in order to cast their vote, or in order to notify the Company if they plan to attend the Meeting

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are asked to complete, date and sign the enclosed form of Proxy or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form provided to them by their intermediary, and in the Information Circular, to ensure their Common Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account you are a non-registered shareholder.

DATED at Vancouver, British Columbia, June 25, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*Jagdip Bal*”

President and Chief Executive Officer