

MUSTGROW BIOLOGICS CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual General and Special Meeting (the "**Meeting**") of the shareholders of MustGrow Biologics Corp. (the "**Corporation**" or "**MustGrow**") will be held on June 29, 2022 by way of a virtual setting. Those interested in attending can find the details to attend below:

Virtual AGM Details:

Date: June 29, 2022
Time: 10:00 a.m. (MDT)
Webcast: meetnow.global/MPHKHRH

for the following purposes:

1. To receive the audited financial statements of the Corporation for the fiscal year ending December 31, 2021, together with the Auditor's Report thereon.
2. To fix the number of directors to be elected at the Meeting at eight (8).
3. To elect the board of directors (the "**Board**") of the Corporation to serve until the next annual meeting of the Corporation or until their successors are duly elected or appointed.
4. To appoint Ernst & Young LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix the auditor's remuneration.
5. To consider and, if deemed appropriate, to pass an ordinary resolution, the full text of which is set forth in the Information Circular, approving the new equity incentive plan substantially in the form attached as Schedule A to the Information Circular.
6. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is a Management Information Circular dated May 31, 2022 (the "**Information Circular**"), a form of proxy or voting instruction form and a reply card for use by shareholders who wish to receive the Corporation's interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested 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 to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

MustGrow is conducting a virtual only Meeting. Registered Shareholders and duly appointed proxyholders can attend the Meeting online at meetnow.global/MPHKHRH to participate, vote, or submit questions during the Meeting's live webcast.

DATED at Saskatoon, Saskatchewan, this 31st day of May, 2022.

BY ORDER OF THE BOARD

Corey Giasson

Corey Giasson, *Chief Executive Officer*