

RED LIGHT HOLLAND CORP.

**1 Adelaide Street East, Suite 801
Toronto, ON
M5C 2V9**

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of Red Light Holland Corp. (the “**Corporation**”) will be broadcast via videoconference through Zoom at: <https://us06web.zoom.us/j/85695131437?pwd=WjIwZnE4QlI0NTZPM3JhNzhxRjZlEQ09> (meeting ID: 856 9513 1437; passcode: 111) on January 11, 2022 at 11:00 A.M. (Toronto time), as it may be postponed or adjourned.

Accompanying this Notice are materials delivered in connection with the Meeting including:

- the management information circular of the Corporation, dated November 26, 2021 (the “**Circular**”); and
- a form of proxy.

The Meeting will be for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended March 31, 2021 together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at four (4);
3. to elect the directors of the Corporation to hold office until the close of the next annual general meeting;
4. to re-appoint McGovern Hurley LLP Chartered Professional Accountants as the auditor of the Corporation until the earlier of the close of the next annual meeting of shareholders of the Corporation or their earlier resignation or replacement, and to authorize the directors of the Corporation to fix the auditor’s remuneration;
5. to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution (the “**RSU Plan Resolution**”), as more particularly set out in the Circular, approving the adoption of a new restricted share unit plan of the Corporation;
6. to consider and, if deemed advisable, to pass with or without variation, a special resolution providing for the consolidation of the Corporation’s issued and outstanding Common Shares at such a consolidation ratio to be determined by the board of directors (the “**Board**”) of the Corporation, in its sole discretion, to permit the Corporation to satisfy all conditions and necessary regulatory approvals to list the Common Shares on the NASDAQ, the New York Stock Exchange (the “**NYSE**”), or such other U.S. national securities exchange as the Board may determine in its sole direction. For more information, see “Particulars of Matters to be Acted Upon – Share Consolidation” in the Circular; and

7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Management Information Circular.

If you are a Shareholder of record of the Corporation at the close of business on November 26, 2021, you are entitled to receive notice of, participate in, and vote at the Meeting. We encourage you to vote your Common Shares and participate in the Meeting.

Due to the ongoing concerns related to the spread of the coronavirus (COVID-19) and in order to protect the health and safety of Shareholders, employees, other stakeholders and the community, Shareholders will not be able to attend the Meeting in person. Shareholders are strongly encouraged to listen to the Meeting via teleconference and to vote on the matters before the Meeting by proxy.

The Corporation reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic and in order to ensure compliance with federal, provincial and local laws and orders including, without limitation: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to or from outside of Canada within the 14 days immediately prior to the Meeting or any adjournment thereof; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR at www.sedar.com. We strongly recommend that you review the Corporation's profile on SEDAR at www.sedar.com prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 pandemic, the Corporation will not prepare or mail amended materials in respect of the Meeting.

The Board has approved the contents of the Circular. Please review the Circular, as it contains important information about the Meeting, the items of business, and explains who can vote and how to vote.

DATED November 26, 2021.

BY ORDER OF THE BOARD

Signed "Todd Shapiro"

Todd Shapiro
Chief Executive Officer and Director
Red Light Holland Corp.