

RED LIGHT HOLLAND CORP.
1 Adelaide Street East, Suite 801
Toronto, Ontario M5C 2V9

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Red Light Holland Corp. (the “**Corporation**”) will be held at the offices of the Corporation, located at 1 Adelaide Street East, Suite 801, Toronto, Ontario, M5C 2V9 on Thursday, March 23, 2023 at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the consolidated audited financial statements of the Corporation for the financial years ended March 31, 2022 and 2021, together with the auditor’s report thereon (the “**Annual Financial Statements**”);
2. to elect the directors of the Corporation for the ensuing year, as more particularly set forth in the accompanying proxy and management information circular dated February 6, 2023, prepared for the purpose of the Meeting (the “**Circular**”);
3. to appoint Clearhouse LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year and to authorize the board of directors of the Corporation (the “**Board**”) to fix the auditor’s remuneration;
4. to consider, and if thought fit, to pass an ordinary resolution, with or without variation, ratifying and confirming the repeal and replacement of the existing by-laws of the Corporation and adopting a new set of by-laws for the Corporation, which, among other changes, include advance notice provisions, the full text of which is set forth in Schedule “D” in the accompanying Circular; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

This notice of meeting (this “**Notice of Meeting**”) should be read together with the Circular and form of proxy (the “**Form of Proxy**”) or voting instruction form (“**VIF**”), as applicable. The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators (the “**Notice-and-Access Provisions**”) for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Corporation to post its Circular and any additional materials online.

For more information regarding the Notice-and-Access Provisions or to obtain a paper copy of the Meeting Materials you may contact the Corporation’s transfer agent, Odyssey Trust Company, via website <http://odysseytrust.com/ca-en/help> or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America). **Please see the section entitled “Notice-and-Access” in the accompanying Circular for further details.**

The Board has fixed the close of business on February 6, 2023 as the record date (the “**Record Date**”) for the determination of the Shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment(s) or postponement(s) thereof. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at their discretion. The Chairman is under no obligation to accept or reject any late 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.

The specific details of the matters proposed to be put before the Meeting are set forth in the Circular accompanying and forming a part of this Notice of Meeting.

The Circular and all additional materials have been posted in full online on the Corporation's website at www.redlight.co and under the Corporation's SEDAR profile at www.sedar.com. **Shareholders are reminded to carefully review the Circular and any additional Meeting materials prior to voting on the matters being transacted at the Meeting.** Copies of: (i) this Notice of Meeting; (ii) the Circular; (iii) Form of Proxy and VIF; and (iv) Annual Financial Statements and accompanying management discussion and analysis, may be obtained free of charge by contacting Odyssey Trust Company at: (a) Suite 702, 67 Yonge Street, Toronto, Ontario, M5E 1J8; (b) by phone 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America); or (c) by accessing their website at <http://odysseytrust.com/ca-en/help>. In order to ensure that a paper copy of the Circular and additional materials can be delivered to a Shareholder in time for such Shareholder to review the Circular and return a Form of Proxy (or a VIF) prior to the deadline to receive proxies, it is strongly suggested that Shareholders ensure their request is received no later than March 10, 2023. Shareholders may request to receive a paper copy of the Meeting materials for up to one year from the date the Meeting materials were filed on www.sedar.com.

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: (i) date, sign and return the enclosed Form of Proxy to the Corporation's registrar and transfer agent, Odyssey Trust Company, located at: Suite 702, 67 Yonge Street, Toronto, Ontario, M5E 1J8 Attention: Proxy Tabulation Department; or (ii) vote through the Internet at <http://login.odysseytrust.com/pxlogin> and clicking "Vote". To be effective, a proxy must be received not later than 11:00 a.m. (Toronto time) on March 21, 2023, 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.

Amid ongoing concerns about the Coronavirus (COVID-19) outbreak, the Corporation is actively monitoring the latest COVID-19 developments and directions from public health and government authorities and is mindful of the health and well-being of all our stakeholders, including our employees, Shareholders, industry partners and the communities in which we operate, as well as that of the general public. As of the date hereof, the Corporation intends on holding an in-person shareholder meeting. However, as COVID-19 is a rapidly evolving situation, the Corporation will continue to assess and implement measures to reduce the risk of spreading the virus at the Meeting, which may include potentially changing the location of the Meeting or adjourning or postponing the Meeting.

The Corporation will provide updates to any arrangements in respect of the Meeting by way of news releases. Shareholders are encouraged to monitor the Corporation's profile on SEDAR at www.sedar.com, where copies of such news releases, if any, will be posted.

DATED at Toronto, Ontario on the 6th day of February 2023.

BY ORDER OF THE BOARD

/s/ Todd Shapiro

Todd Shapiro
Chief Executive Officer and Director