

LIVEWELL CANADA INC.

**NOTICE OF SPECIAL MEETING
OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT a special meeting (the "**Meeting**") of the shareholders of **LIVEWELL CANADA INC.** (the "**Corporation**") will be held at 179 Promenade du Portage, Gatineau, QC J8X 2K5 on April 11, 2019 at 9:00 a.m. (EST) for the following purposes:

1. to elect directors of the Corporation;
2. to consider, and if thought advisable, pass a resolution in the form attached to the Circular, to approve the amalgamation transactions with Mercal Capital Corp. and Vitality CBD Natural Health Products Inc.;
3. to consider, and if thought advisable, pass an ordinary resolution in the form attached to the Circular, to approve the amended and restated stock option plan in the form attached to the Circular;
4. to consider, and if thought advisable, pass a special resolution, in the form attached to the Circular, to amend the articles of the Corporation to change the name of the Corporation;
5. to consider, and if thought advisable, pass a special resolution, in the form attached to the Circular, to amend the articles of the Corporation to consolidate the common shares of the Corporation on a 15:1 basis;
6. to consider, and if thought advisable, pass a special resolution, in the form attached to the Circular, to amend the articles of the Corporation to consolidate the Series 1 Preferred Shares on a 15:1 basis and to amend the Series 1 Conversion Price;
7. to consider, and if thought advisable, pass a special resolution, in the form attached to the Circular, to amend the articles of the Corporation to consolidate the Series 2 Preferred Shares on a 15:1 basis and to amend the Series 2 Conversion Price;
8. to consider, and if thought advisable, pass an ordinary resolution, to approve the termination of the TSX Venture Exchange escrow agreements as described in the Circular;
9. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

This notice is accompanied by a form of proxy and the Management Information Circular. Reference should be made to the accompanying Management Information Circular, which provides information relating to the matters to be dealt with at the Meeting and forms part of this notice.

If you are not able to be present at the Meeting, please exercise your right to vote by signing and returning the enclosed form of proxy to the offices of TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, ON M5H 4H1, not later than 48 hours (excluding Saturdays, Sundays and holidays) preceding the date of the Meeting or any adjournment thereof.

DATED this 13th day of March, 2019

BY ORDER OF THE BOARD OF DIRECTORS

(s) Steven Archambault

Steven Archambault, CFO