

## PSYCHED WELLNESS LTD.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Psyched Wellness Ltd. (the “**Corporation**”) will be held at the offices of Branson Corporate Services Ltd., 77 King Street West, Suite 2905, TD Centre North Tower, Toronto, Ontario M5K 1H1 on the 11<sup>th</sup> day of July 2023, at 10:00 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 November 30, 2022, and 2021, together with the report of the auditors thereon.
2. to elect the directors of the Corporation for the ensuing year, as will be more particularly set forth in the accompanying instrument of proxy (the “**Instrument of Proxy**”) and management information circular dated June 6, 2023 (the “**Circular**”), each prepared for the purpose of the Meeting;
3. to re-appoint Clearhouse LLP as the auditor of the Corporation until the earlier of the close of the next annual meeting of Shareholders or their earlier resignation or replacement, and to authorize the directors of the Corporation to fix the auditors’ remuneration;
4. to consider, and if thought fit, to pass an ordinary resolution of disinterested Shareholders, the full text of which is included in the Circular, authorizing and approving Tranche 2 of the Offering and the issuance of the Tranche 2 Units, as required pursuant to the policies of the CSE (as such terms are defined in the Circular); and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by the Circular and Instrument of Proxy.

Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed Instrument of Proxy so that as large a representation as possible may be had at the Meeting. The board of directors of the Corporation (the “**Board**”) has by resolution fixed the close of business on June 1, 2023, as the record date, being the date for the determination of the registered Shareholders entitled to participate in the Meeting and any adjournment(s) thereof.

The Board has fixed 10:00 a.m. (Toronto time) on July 7, 2023, or not less than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Corporation’s transfer agent, TSX Trust Company.

Instrument of Proxies must be deposited with TSX Trust Company (i) by mail using the enclosed return envelope addressed to TSX Trust Company, 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1, (ii) through online voting at [www.voteproxyonline.com](http://www.voteproxyonline.com) or (iii) by facsimile at 416-595-9593, no later than at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, in the City of Toronto, before the Meeting or any adjournment thereof.

While as of the date of this notice, the Corporation intends to hold the Meeting in a physical face-to-face format, the Corporation is continuously monitoring the current COVID-19 outbreak. In light of the evolving news, guidelines and requirements related to COVID-19, the Corporation asks that, in considering whether to attend the Meeting in person, Shareholders and proxyholders follow, among other things, the instructions of the Public Health Agency of Canada and any applicable additional provincial and local instructions,

guidelines and requirements. All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described in the Circular, the Instrument of Proxy or voting instruction form as may be provided by an intermediary.

The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak, including, if the Corporation considers it necessary or advisable, providing a webcast version of the Meeting and/or hosting the Meeting solely by means of remote communication. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Please monitor the Corporation's press releases for updated information. The Corporation advises you to check the Corporation's SEDAR profile for the latest press releases one week prior to the Meeting date for the most current information. The Corporation does not intend to prepare or mail an amended notice and/or Circular in the event of changes to the Meeting date or format.

**DATED** at Toronto, Ontario this 6<sup>th</sup> day of June 2023.

**BY ORDER OF THE BOARD**

*"Michael Nederhoff"*

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Michael Nederhoff  
Chairman