



NOTICE TO INELIGIBLE SHAREHOLDERS

January 16, 2023

Dear Shareholder:

This notice is being provided to you by AgriCann Solutions Corp. (the "**Company**") in connection with its rights offering (the "**Rights Offering**") to the holders of its common shares ("**Common Shares**") of record at the close of market on January 9, 2023 (the "**Record Date**"). Pursuant to the Rights Offering, each holder of Common Shares (a "**Shareholder**") will receive one transferable right (each, a "**Right**") for each one Common Share held as of the Record Date. Details of the Rights Offering are described in the Company's rights offering circular dated January 16, 2023 (the "**Circular**"), a copy of which may be viewed under the Company's profile on SEDAR at www.sedar.com.

Rights are evidenced by DRS advices (the "**DRS Advices**"). The Rights are being offered only to shareholders resident in Eligible Jurisdictions ("**Eligible Holders**"). Each Right entitles an Eligible Holder to purchase one (1) Common Share at a subscription price of \$0.02 per Common Share (the "**Basic Subscription Privilege**") until 2:00 p.m. (Pacific time) on February 7, 2023.

Eligible Holders who exercise all of their Rights under the Basic Subscription Privilege will also have the additional privilege of subscribing, pro rata, for additional Common Shares at the subscription price (the "**Additional Subscription Privilege**"). The Common Shares available under the Additional Subscription Privilege will be those Common Shares issuable in the Rights Offering that have not been subscribed and paid for under the Basic Subscription Privilege by February 7, 2023.

Eligible Holders who exercise their Rights must enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of Computershare Investor Services Inc., the Company's transfer agent.

The offer of these securities is made in all provinces and territories of Canada, except Quebec, (the "**Eligible Jurisdictions**"). In addition, the offering is not being made in jurisdictions where the Company is not eligible to make such offer. This letter is not to be construed as an offering of the Rights, nor are the Common Shares issuable upon exercise of the Rights offered for sale in any jurisdiction outside the Eligible Jurisdictions or to shareholders who are residents of any jurisdiction other than the Eligible Jurisdictions ("**Ineligible Holders**"). As a Shareholder whom the Company believes is, or may be, resident in a jurisdiction that is not an Eligible Jurisdiction (an "**Ineligible Shareholder**"), you are being sent this Notice to Ineligible Shareholders.

You may transfer your Rights, provided that (i) you notify and provide transfer instructions to Computershare Investor Services Inc., the rights agent retained by the Company in connection with the Rights Offering (the "**Rights Agent**"), in writing, **on or before January 30, 2023**, and (ii) that the transferee's address on the transfer instructions is in an Eligible Jurisdiction.

If you wish to participate in the Rights Offering, you must execute and return to the Company an exempt purchaser status certificate (the "**Exempt Purchaser Status Certificate**"), a copy of which is enclosed, **on or before January 30, 2023** to confirm your eligibility to participate in the Rights Offering and provide all further information or documentation that the Company may require, in its sole discretion. The Company, in its sole discretion, will determine your eligibility to participate in the Rights Offering. Once your eligibility to participate in the Rights Offering is confirmed the Rights Agent will forward to you a DRS Advice and a subscription form evidencing the number of Rights you are entitled to.

If you are the beneficial owner of Common Shares, please note that such Common Shares and the Rights are likely registered in the name of your broker or an agent of that broker. Without your specific instructions, your broker or its agents or nominees will not be able to execute or deliver the Exempt Purchaser Status Certificate. Therefore, if you

choose to participate in the Rights Offering, please ensure that instructions respecting the execution or delivery of the Exempt Purchaser Status Certificate are communicated to your broker or an agent of that broker.

A completed and executed Exempt Purchaser Status Certificate should be delivered to the Company on or before January 30, 2023 at:

AgriCann Solutions Corp.
400 - 1771 Robson Street
Vancouver, BC
V6G 1C9

Or via email on or before January 30, 2023 to Robert Van Santen, Chief Executive Officer of AgriCann Solutions Corp.

Email: rob@agricannsolutions.com

Any questions or requests for assistance may be directed to the Rights Agent by telephone at 1-800-564-6253 (in North America) or 1-514-982-7555 (outside North America) or by email at corporateactions@computershare.com.

Yours sincerely,

(signed) "*Robert van Santen*"
Robert van Santen
CEO
AgriCann Solutions Corp.

AGRICANN SOLUTIONS CORP.

INELIGIBLE SHAREHOLDERS

EXEMPT PURCHASER STATUS CERTIFICATE

Unless otherwise defined herein, all capitalized terms used herein shall have the meaning ascribed thereto in the Notice to Ineligible Shareholders dated January 16, 2023 of AgriCann Solutions Corp. (the “**Company**”).

The undersigned hereby represents and warrants to the Company, the Subscription Agent and their respective directors, officers, employees, legal counsel and agents as follows:

1. The undersigned is resident in a jurisdiction outside of the provinces and territories of Canada, except Quebec.
2. The undersigned (i) was not offered the securities in the United States or to a U.S. Person, (ii) did not execute or deliver this Exempt Purchaser Status Certificate and will not exercise the Rights in the United States, (iii) is not acquiring the securities on behalf of a person in the United States or a U.S. Person, and (iv) confirms that delivery of the underlying Common Shares will not be to an address in the United States.
3. The distribution to, and exercise by, the undersigned of the Rights is not unlawful and is exempt from any prospectus or similar filing requirement under the laws applicable to the undersigned or the laws of the undersigned’s jurisdiction of residence or, if such is not applicable, the distribution to, and exercise by, the undersigned of such Rights is permitted without the need to rely on any exemptions, and does not require obtaining any approvals of a regulatory authority in the undersigned’s jurisdiction of residence.
4. The laws applicable to the undersigned and the laws of the undersigned’s jurisdiction of residence do not require the Company to make any filings or seek any approvals of any kind whatsoever from any securities regulator of any kind whatsoever in the undersigned’s jurisdiction of residence in connection with the distribution to, and exercise by, the undersigned of the Rights or the distribution of Common Shares issuable upon exercise of the Rights.
5. Under the laws of the undersigned’s jurisdiction of residence, the undersigned is entitled to receive, own and exercise the Rights and to acquire the Common Shares issuable upon exercise of the Rights.
6. The undersigned has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of an investment in the securities and it is able to bear the economic risk of loss of its entire investment.
7. The Company has provided the undersigned with the opportunity to ask questions and receive answers concerning the terms and conditions of the Rights Offering and the undersigned has had access to such information concerning the Company as it has considered necessary or appropriate in connection with its investment decision to acquire the securities.
8. The undersigned is acquiring the securities for its own account, for investment purposes only and not with a view to any resale, distribution or other disposition of the securities in violation of any applicable securities laws.
9. The undersigned (i) has adequate net worth and means of providing for its current financial needs and possible contingencies, (ii) has no need for liquidity in this investment, and (iii) is able to bear the economic risks of an investment in the securities for an indefinite period of time.
10. The undersigned has based its investment decision on a copy of the Circular. The undersigned acknowledges that neither the Company nor any of its affiliates has made any representations, express or implied, with respect to the Company, the Rights Offering, the Rights or the Common Shares or the accuracy, completeness or adequacy of any financial or other information concerning the Company, the Rights Offering, the Rights or the Common Shares, other than the information contained or incorporated by reference in the Circular.
11. The undersigned has not purchased the securities as a result of any form of general solicitation or general advertising, including advertisements, articles, notices or other communications published in any newspaper,

magazine or similar media or broadcast over radio, internet, television or other form of telecommunications, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising.

- 12. The undersigned understands and agrees that there may be material tax consequences to the undersigned of an acquisition or disposition of the Rights and Common Shares. The Company gives no opinion and makes no representation with respect to the tax consequences to the undersigned under federal, state, provincial, local or foreign tax law of the undersigned's acquisition or disposition of the Rights or Common Shares.
- 13. The undersigned understands and agrees that the financial statements of the Company have been prepared in accordance with International Financial Reporting Standards, which may differ from the generally accepted accounting principles of the undersigned jurisdiction of residence, and thus may not be comparable to financial statements of companies in the undersigned's jurisdiction of residence.
- 14. The undersigned confirms that, to the extent it is acquiring the Rights or Common Shares for the account of one or more other persons, (i) it has been duly authorized to sign this Exempt Purchaser Status Certificate and make the confirmations, acknowledgements and agreements set forth herein on their behalf, and (ii) the provisions of this Exempt Purchaser Status Certificate constitute legal, valid and binding obligations of the undersigned and any other person for whose account it is acting.
- 15. The undersigned irrevocably authorizes the Company, its affiliates and any person acting on their behalf to produce this Exempt Purchaser Status Certificate or a copy hereof to any interested party in any administrative or legal proceedings, dispute or official inquiry with respect to the matters covered hereby.

The undersigned acknowledges that the Company and the Subscription Agent and their respective directors, officers and employees are relying on the foregoing representations and warranties and are entitled and requested to do so in forwarding a DRS Advice to the undersigned, accepting the undersigned's subscription and in issuing and distributing the subscribed for Common Shares.

The undersigned acknowledges that the foregoing representations and warranties are true and accurate as of the date of this Exempt Purchaser Status Certificate and will be true and accurate as of each of the dates of issuance of each of the securities described herein (collectively, the "Issuance Dates"). If any such representation or warranty shall not be true and accurate prior to any Issuance Date, the undersigned shall give immediate written notice of such fact to the Company and the Subscription Agent.

Note: For the purposes of the representations above, "United States" and "U.S. Person" have the meaning given to such terms under Regulation S of under the U.S. Securities Act. For purposes of Regulation S, "United States" means the United States of America, its territories and possessions, any state of the United States and the District of Columbia. "U.S. Person" includes, with certain exceptions, (i) any natural person resident in the United States; (ii) any partnership or corporation organized or incorporated under the laws of the United States; (iii) any estate of which any executor or administrator is a U.S. Person; (iv) any trust of which any trustee is a U.S. Person; (v) any agency or branch of a foreign entity located in the United States; (vi) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person; (vii) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated or (if any individual) resident in the United States; and (viii) any partnership or corporation if (a) organized or incorporated under the laws of any jurisdiction other than the United States and (b) formed by a U.S. Person principally for the purposes of investing in securities not registered under the U.S. Securities Act.

Dated: _____

Signed: _____

Witness (if Shareholder is an individual)

Print the name of Shareholder

Print Name of Witness

If Shareholder is not an a individual, print name and title of authorized signing officer or representative