



AGRICANN SOLUTIONS CORP.

RIGHTS OFFERING NOTICE

Notice to Security Holders – January 16, 2023

We currently have a working capital deficit. We require 100% of the offering in order to meet our working capital requirements for the next 12 months.

The purpose of this notice is to advise holders (“**Shareholders**”) of common shares (“**Common Shares**”) of AgriCann Solutions Corp. (“**AgriCann**”) of a proposed offering of rights (“**Rights**”) of AgriCann (the “**Rights Offering**”).

References in this notice to “we”, “our”, “us” and similar terms are to AgriCann. References in this notice to “you”, “your” and similar terms are to the Shareholders.

1. Who can participate in the rights offering?

We are issuing to the registered and beneficial Shareholders of Common Shares of record at the close of business on January 9, 2023 (the “**Record Date**”) rights to subscribe for Common Shares on the terms described in our Rights Offering circular (the “**Rights Offering Circular**”). Each Shareholder of record at market close on the Record Date who is resident in an Eligible Jurisdiction (as defined below) may participate in the Rights Offering.

2. Who is eligible to receive rights?

The offer of these securities is made in all provinces and territories of Canada except Quebec (the “**Eligible Jurisdictions**”). The offering is not being made in jurisdictions where AgriCann is not eligible to make such offer. The Rights are being offered only to Shareholders resident in Eligible Jurisdictions (“**Eligible Holders**”).

This notice 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**”).

Ineligible Holders will not receive a DRS Advice (as defined below), but will be sent a letter describing how Ineligible Holders may (i) participate in the Rights Offering, in AgriCann’s discretion, or (ii) transfer their Rights. If Ineligible Holders do not satisfy AgriCann of their eligibility to participate in the Rights Offering or notify and provide transfer instructions to Computershare Investor Services Inc. (the “**Rights Agent**”), the subscription agent retained by AgriCann in connection with the Rights Offering, on or before 2:00 p.m. (Pacific time) (the “**Expiry Time**”) on February 7, 2023 (the “**Expiry Date**”), their Rights may not be exercised. Instead, the Rights Agent will attempt to sell any remaining such Rights for the account of the registered Ineligible Holders. The Rights Agent will distribute the proceeds from such sale, if any, pro rata to the registered Ineligible Holders. Any Rights remaining unexercised by the Expiry Time will be null and void.

3. How many rights are we offering?

We are offering a maximum of 18,515,091 Rights to Eligible Holders on the Record Date to purchase up to an aggregate of 18,515,091 Common Shares.

4. How many rights will you receive?

We are offering each Eligible Holder one (1) Right for every one (1) Common Share held as of the Record Date. No fractional Rights will be issued. The holder's entitlement will be reduced to the next lowest whole number of Rights.

5. What does one right entitle you to receive?

Each Right entitles an Eligible Holder to one (1) Common Share at a subscription price of \$0.02 per Common Share (the "**Basic Subscription Privilege**") until the Expiry Time on the Expiry Date.

Any Eligible Holder who exercises 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 the Expiry Time.

Any Eligible Holder who exercises 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., AgriCann's rights agent on or before the Expiry Time on the Expiry Date.

6. How will you receive your rights?

Registered Eligible Holders – If you are a registered Eligible Holder of Common Shares, a DRS advice (a "**DRS Advice**") representing the total number of Rights that you are entitled to as of the Record Date and a subscription form (a "**Subscription Form**") are enclosed with this notice.

Beneficial Eligible Holders – You are a beneficial Eligible Holder of Common Shares if you hold your Common Shares through a securities broker or dealer, bank or trust company or other participant (a "**Participant**") in the book-based system administered by CDS Clearing and Depository Services Inc. ("**CDS**"). The total number of Rights to which all beneficial Eligible Holders as of the Record Date are entitled will be issued to and deposited with CDS following the Record Date. If you are a beneficial Eligible Holder, we expect you will receive a confirmation of the number of Rights issued to you from the applicable Participant in accordance with the practices and procedures of that Participant. CDS will be responsible for establishing and maintaining book-entry accounts for Participants holding Rights.

7. When and how can you exercise your rights?

The period to exercise the Rights expires at the Expiry Time on the Expiry Date.

If you are a registered Eligible Holder who receives a DRS Advice, you must complete and deliver your Subscription Form on or before the Expiry Time on the Expiry Date to the Rights Agent as follows:

By Hand Delivery or Courier:

Computershare Investor Services Inc.
8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
Attention: Corporate Actions

By Mail:

Computershare Investor Services Inc.
PO Box 7021
31 Adelaide Street East
Toronto, Ontario M5C 3H2
Attention: Corporate Actions

If you are a beneficial Eligible Holder, you must arrange exercises, transfers or purchases of Rights through your Participant on or before the Expiry Time on the Expiry Date or such earlier time as required by your Participant. We expect that each beneficial Eligible Holder will receive a customer confirmation of issuance or purchase, as applicable, from their Participant through which the Rights are issued in accordance with the practices and policies of such Participant.

8. What are the next steps?

This notice contains key information that you should know about AgriCann. You can find more details in our Rights Offering Circular, a copy of which can be obtained on AgriCann's profile at www.SEDAR.com or you can ask your dealer representative for a copy, or contact AgriCann at 604 608-1999. You should read the Rights Offering Circular, along with AgriCann's continuous disclosure record, to make an informed decision.

Dated January 16, 2023

(signed) "Robert van Santen"

Robert van Santen

Chief Executive Officer

AgriCann Solutions Corp.