



**AGRIOS GLOBAL
HOLDINGS**

AGRIOS GLOBAL HOLDINGS LTD.

Suite 2250 – 1055 West Hastings Street
Vancouver, British Columbia V6E 2E9
Telephone No.: (604) 688-9588

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of shareholders of **Agrios Global Holdings Ltd.** (the “**Company**”) will be held at Suite 2250, 1055 West Hastings Street, Vancouver, British Columbia Canada, on Friday, December 20, 2019, at 10:00 a.m., Pacific Time, for the following purposes:

1. to table the consolidated audited financial statements of the Company for the fiscal years ended March 31, 2019 and March 31, 2018;
2. to fix the number of directors of the Company at six;
3. to elect the directors of the Company for the ensuing year;
4. to appoint Manning Elliott LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year at a remuneration to be fixed by the directors;
5. to pass an ordinary resolution to ratify and approve the adoption of the Company’s 10% “rolling” stock option plan, as described in the accompanying Information Circular;
6. to pass an ordinary resolution to ratify and approve the adoption of the Company’s 10% “rolling” restricted share unit plan, as described in the accompanying Information Circular; and
7. to pass a special resolution to the adoption of new *Business Corporations Act* (British Columbia) Articles, as described in the accompanying Information Circular.

This Notice contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The consolidated audited annual financial statements of the Company for the fiscal years ended March 31, 2019 and March 31, 2018, together with the report of the Auditor and related management’s discussion and analysis thereon are available on www.sedar.com. Copies of these documents will also be available at the Meeting.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, November 19, 2019.

BY ORDER OF THE BOARD

s/Chris Kennedy

**Chris Kennedy
President and Chief Executive Officer**