

**THE HEMPSHIRE GROUP, INC.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF THE HOLDERS OF COMMON SHARES
TO BE HELD ON AUGUST 25, 2023**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares (the "**Common Shares**") in the capital of The Hempshire Group, Inc. (the "**Corporation**") will be held virtually on Tuesday, August 25, 2023 at 10:00 a.m. (Calgary time) at the below link for the following purposes:

1. to receive the financial statements for the fiscal year ended December 31, 2022 and the report of the auditors thereon;
2. to fix the number of directors to be elected at four (4);
3. to elect directors for the ensuing year;
4. to ratify and confirm the amended and restated stock option plan of the Corporation and prior grants of options thereunder, as described in the management information circular of the Corporation dated July 25, 2023 (the "**Information Circular**");
5. to ratify and confirm the share award incentive plan of the Corporation and prior grants of shares thereunder, as described in the Information Circular;
6. to appoint new auditors of the Corporation to hold office until the next annual meeting of the Shareholders and authorize the directors to fix their remuneration, as described in the Information Circular;
7. to ratify and confirm the issuance of securities of the Corporation pursuant to shares for services agreements between the Corporation and certain officers and former officers of the Corporation; and
8. to transact such other business as may properly come before the meeting or any adjournments thereof.

Only Shareholders of record at the close of business on July 7, 2023 (the "**Record Date**") are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat, unless, after the Record Date, a holder of record transfers his or her Common Shares and the transferee, upon producing properly endorsed share certificates or otherwise establishing that he or she owns such Common Shares, requests, not later than 10 days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote such Common Shares, in which case such transferee shall be entitled to vote such Common Shares, as the case may be, at the Meeting.

Shareholders may vote in person at the Meeting or any adjournment or adjournments thereof, or they may appoint another person (who need not be a Shareholder) as their proxy to attend and vote in their place.

Registered Shareholders are requested to date and sign the enclosed form of proxy (the "Form of Proxy") and return it to the Corporation's transfer agent, Odyssey Trust Company. To be effective, the Form of Proxy must be mailed so as to reach or be deposited with Odyssey Trust Company, at Trader's Bank Building 702, 67 Yonge Street, Toronto, ON M5E 1J8 Attention: Proxy Department or by fax at (800) 517-4553 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment thereof or may be accepted by the Chairman of the Meeting at his discretion prior to the commencement of the Meeting. The Form of Proxy or other instrument used to appoint a proxy shall be executed by the Shareholder or their attorney, or if such Shareholder is a corporation, under the corporate seal, and executed by a director, officer or attorney thereof duly authorized. Alternatively, a registered

Shareholder may complete their Form of Proxy online at <https://login.odysseytrust.com/pxlogin> by following the instructions provided on the Form of Proxy.

The Corporation encourages Shareholders to submit their Form of Proxy and return it as soon as possible in accordance with the instructions outlined in the accompanying Information Circular. Shareholders who do not hold their Common Shares in their own name are strongly encouraged to complete the voting instruction forms received from their broker as soon as possible and to follow the instructions set out in the accompanying Information Circular.

As an alternative to attending the Meeting in person, Shareholders may join the Meeting via webcast by following the below instructions. While the instructions will allow you to listen to the Meeting and ask questions, the Meeting is not a virtual meeting and you will not be able to vote at the Meeting through the webcast, which is why the Corporation urges Shareholders to complete the Form of Proxy or other voting instruction form provided by your broker in accordance with the instructions outlined in the Information Circular.

Shareholders may use the following information to listen to the Meeting via webcast:

Webcast: Via Zoom using the following link to register for the Meeting:

<https://zoom.us/j/92226816076?pwd=UHduUFhGRXN1UDArWHZNRnQ4K29CUT09&from=addon>

Meeting ID: 922 2681 6076

Passcode: 443704

Once registered, participants will receive an email with link and instructions to access the Meeting via webcast.

The Information Circular relating to the business to be conducted at the Meeting accompanies this Notice.

Calgary, Alberta

July 25, 2023

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Alex Shegelman"

Alex Shegelman

Director and Chief Executive Officer