



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the shareholders of (“**NGW Shareholders**”) of Next Green Wave Holdings Inc. (“**NGW**” or the “**Company**”) is to be held on February 25, 2022 at 10:00 a.m. (Vancouver time) in a virtual only meeting format via live webcast online. Registered NGW Shareholders (as defined in the accompanying Information Circular) and duly appointed proxyholders can attend the Meeting online at <https://web.lumiagm.com/247597353>, password “ngw2022” (*case sensitive*) where they can participate, vote, or submit questions during the live webcast of the Meeting regarding the resolutions as noted below. Beneficial NGW Shareholders (as defined in the accompanying Information Circular) who have not duly appointed themselves as proxyholder will be able to attend as a guest and view the webcast but not be able to participate or vote at the Meeting.

As a shareholder of the Company, it is very important that you read the accompanying Information Circular and other Meeting materials carefully. They contain important information with respect to voting your NGW Shares and attending and participating at the Meeting.

The Meeting is to be held to consider resolutions for the following purposes:

1. to consider and, if thought fit, pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) approving a plan of arrangement (the “**Plan of Arrangement**”) under section 288 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) which involves, among other things, the acquisition by Planet 13 Holdings Inc. (“**Planet 13**”) of all the issued and outstanding common shares of NGW (“**NGW Shares**”), all as more fully set forth in the accompanying management information circular of NGW (the “**Information Circular**”); and
2. to act upon such other matters, including amendments to the foregoing, as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Copies of the Arrangement Resolution, Plan of Arrangement, interim court order in respect of the Meeting (the “**Interim Order**”) and notice of hearing of petition for final order in respect of the Plan of Arrangement (the “**Final Order**”) are attached to the accompanying Information Circular as appendices A to D, respectively.

An NGW Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent such NGW Shareholder at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your NGW Shares, including if you are not a Registered NGW Shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you **MUST** register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a username to participate in the Meeting. Without a username, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, shareholders **MUST** send an email to nextgreenwaveholdings@odysseytrust.com and provide Odyssey Trust Company (“**Odyssey**”) with their proxyholder's contact information, amount of shares appointed, name in which the shares are registered if they are a Registered NGW Shareholder, or name of broker where the shares are held if a Beneficial NGW Shareholder, so that Odyssey may provide the proxyholder with a username via email. To be effective, proxies must be received before 10:00 a.m. (Vancouver time) on February 23, 2022 or if the Meeting is adjourned or postponed, at least 48

business hours (where “business hours” means hours on days other than a Saturday, Sunday or any other holiday in Vancouver, British Columbia, or Toronto, Ontario) before the time on the date to which the Meeting is adjourned or postponed.

NGW Shareholders who validly dissent with respect to the Arrangement Resolution will be entitled to be paid the fair value of their NGW Shares, subject to strict compliance with sections 237 to 247 of the BCBCA, as modified by the provisions of the Interim Order, the Final Order and the Plan of Arrangement. **Failure to comply strictly with the requirements set forth in sections 237 to 247 of the BCBCA, as modified, may result in the loss of any right of dissent. See “Rights of Dissenting Shareholders” in the accompanying Information Circular.**

NGW Shareholders that do not hold NGW Shares in their own name and who wish to dissent with respect to the Arrangement Resolution should be aware that only registered holders of NGW Shares are entitled to dissent. Accordingly, a beneficial owner of NGW Shares (i.e., an NGW Shareholder who holds his, her or its NGW Shares through an intermediary) desiring to exercise this right must make arrangements for the NGW Shares beneficially owned by such person to be registered in his, her or its name prior to the time the written notice of dissent with respect to the Arrangement Resolution is required to be received by NGW or, alternatively, make arrangements for the registered holder of the NGW Shares to dissent on his, her or its behalf.

DATED at Vancouver, British Columbia on January 24, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS
OF NEXT GREEN WAVE HOLDINGS INC.**

/s/ “Michael Jennings”
Michael Jennings
Chief Executive Officer