



CHARLOTTE'S WEB

STANLEY BROTHERS

Notice of Availability of Proxy Materials for Charlotte's Web Holdings, Inc. Annual General and Special Meeting

Meeting Date and Time: Tuesday, August 20, 2019, 2:30 p.m. (Eastern Standard time)

Location: OTC Markets, 300 Vesey Street (One North End Tower), 12th Floor, New York, NY 10282, United States

Please be advised that the proxy materials for the above noted securityholder meeting are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the information circular and other proxy materials available online prior to voting. These materials are available at:

<https://odysseytrust.com/Transfer-Agent/Meeting-Documents-CharlottesWebHoldingsInc>

OR

www.sedar.com

Obtaining Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Requests for paper copies may be made by contacting:

Toll Free Within North America: 1 (888) 290-1175

Direct from outside of North America: +1 (587) 885-0960

Notice of Meeting

The resolutions to be voted on at the meeting, described in detail in the Management Information Circular referred to in this Notice (the "**Circular**"), are as follows:

1. to receive and consider the audited financial statements of the Company for the financial year ended December 31, 2018 and the report of the auditors thereon;
2. to fix the number of directors for the ensuing year at six (6);
3. to elect directors for the ensuing year as described in the Circular;
4. to appoint MNP LLP as auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
5. to consider and, if deemed appropriate, pass, with or without variation, a special resolution, the full text of which is set forth in Appendix A to the Circular, to authorize and approve an amendment of the Notice of Articles and/or the Articles of the Company with respect to stakeholder interests and benefit company legislation, as more fully described in the Circular;
6. to consider and, if deemed appropriate, pass, with or without variation, a special resolution, the full text of which is set forth in Appendix B to the Circular, to authorize and approve an amendment to

the Articles of the Company with respect to advance notice provisions, as more fully described in the Circular;

7. to consider and, if deemed appropriate, pass, with or without variation, an ordinary resolution, the full text of which is set forth in Appendix D to the Circular, to authorize and approve the Company's Employee Share Purchase Plan; and
8. to transact such further or other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Voting

To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by 2:30 p.m. (Eastern Standard time) on Friday, August 16, 2019.

Stratification

The Issuer is providing paper copies of the Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

Annual Financial Statements

The Issuer is providing paper copies or emailing electronic copies of its annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method.