

HABITAT LIFE SCIENCES INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of common shares (“**Shares**”) in the capital of Habitat Life Sciences Inc. (the “**Company**”) will be held: (i) in person at the offices of Borden Ladner Gervais LLP, 1900, 520 3rd Ave SW, Calgary, AB, T3Z 1H7; and (ii) virtually via WebEx at: <https://blgmeet.webex.com/blgmeet/onstage/g.php?MTID=e4ecad2d330ba8c78631d4f4db4aa95ff> on February 19, 2021, at 2:00 p.m. (Vancouver time), for the following purposes:

The Shareholders will receive the financial statements of the Corporation for the financial year ended December 31, 2019.

Matters to be acted on:

1. to fix the number of directors of the Company at three (3) members;
2. to elect Rudi Schiebel, Michael Kelly and Michael Saliken to hold office until the next annual meeting of shareholders;
3. to appoint MNP LLP, as the auditor until the next annual meeting of shareholders and for the directors to set their remuneration; and
4. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

In light of the ongoing public health concerns related to COVID-19 and in order to comply with the measures imposed by federal and provincial governments, the Company has determined to hold the Meeting as an in-person/virtual meeting but urges all shareholders to vote on the matters before the Meeting by Instrument of Proxy (as defined herein) and to only attend the Meeting virtually via conference call, as described in the introductory paragraph of this Notice of Meeting. For greater certainty, any shareholder who desires to vote on the matters before the Meeting is asked to duly complete, date and sign the accompanying Instrument of Proxy.

Shareholders are encouraged to attend the Meeting virtually via conference call and be represented by proxy only. Shareholders submitting their proxy for voting are requested to complete, date, sign, and return the accompanying form of proxy (the “Instrument of Proxy”) for use at the Meeting. To be valid, the Instrument of Proxy must be received by the Registrar and Transfer Agent of the Company, Odyssey Trust Company, Stock Exchange Tower, 350 – 300 5th Avenue SW, Calgary, AB, T2P 3C4, not later than 48 hours (excluding Saturdays, Sundays, and statutory holidays in Vancouver) prior to the Meeting or any adjournment thereof. In the case of any adjournment(s) or postponement(s) of the Meeting, a Shareholder’s Instrument of Proxy must be received by no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of such reconvened meeting so that it can be used at the reconvened meeting.

Only persons registered as Shareholders of the Company as of the close of business on January 15, 2021 (the “**Record Date**”), are entitled to receive notice of the Meeting or any adjournment(s) or postponement(s) thereof and to vote thereat unless, after the Record Date, a Shareholder transfers his Shares and the transferee, not later than ten (10) days before the Meeting, produces properly endorsed certificates evidencing such Shares or otherwise establishes that he owns such Shares and requests that the transferee’s name be included in the list of Shareholders entitled to vote, in which case such transferee shall be entitled to vote such Shares at the Meeting.

Schedules to this Notice are as follows:

1. Schedule A – Form of Proxy
2. Schedule B – Financial Statements of the Company

DATED at Vancouver, British Columbia, this 9th day of February, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

“Rudi Schiebel”

Rudi Schiebel

Director of Habitat Life Sciences Inc.

SCHEDULE "A"
HABITAT LIFE SCIENCES INC.
INSTRUMENT OF PROXY

SCHEDULE "B"
FINANCIAL STATEMENTS