



**ABOVE FOOD CORP.  
NOTICE OF ADJOURNMENT OF SPECIAL  
MEETING OF HOLDERS OF COMMON SHARE  
PURCHASE WARRANTS**

11:30 AM CST, WEDNESDAY, DECEMBER 20<sup>TH</sup>, 2023

Please be advised that the special meeting of holders of common share purchase warrants (“**Special Meeting**”) that was to be held on Friday, the 17<sup>th</sup> day of November, 2023 has been adjourned to the 20<sup>th</sup> day of December, 2023.

The Special Meeting will reconvene on Wednesday, the 20<sup>th</sup> day of December, 2023 at the hour of 11:30 AM, Central Standard Time, at #001, 2305 Victoria Avenue, Regina, SK, S4P 0S7 for the following purposes:

1. To consider, and if thought fit, to pass, with or without variation, an extraordinary resolution (the “**Extraordinary Resolution**”) approving a supplemental warrant indenture (the “**Supplemental Warrant Indenture**”) that will amend the terms of the warrant indenture governing the Warrants, dated January 18, 2021, between Above Food and Odyssey Trust Company, as warrant agent, as more particularly described in the accompanying management information circular dated October 23, 2023 (the “**Management Information Circular**”); and
2. To transact such other business that may be brought properly before the Meeting and any adjournment or postponement of the Meeting.

Further particulars of the matters referred to above are set forth in the Management Information Circular.

The nature of the business to be transacted at the Meeting is described in further detail in the Management Information Circular. Warrantheolders are directed to read the Management Information Circular carefully and in full to evaluate the matters for consideration at the Meeting.

**The board of directors of the Corporation (the “Board”) has unanimously determined that the approval of the Supplemental Warrant Indenture is in the best interests of Above Food and the Board unanimously recommends that the Warrantheolders vote FOR the Extraordinary Resolution.**

The Board has fixed October 23, 2023 as the record date (the “**Record Date**”) for the determination of Warrantheolders entitled to notice of, and to vote at, the Meeting and any adjournment or postponement thereof. Only Warrantheolders whose names have been entered in the registers of Warrantheolders on the close of business on the Record Date will be entitled to receive notice of and to vote at the Special Meeting.

Each Warrant entitled to be voted at the Meeting will entitle the holder thereof to one vote at the Special Meeting.

**Registered holders of Warrants (i.e., Warrantheolders of record or “Registered Warrantheolders”) may attend the Special Meeting in person or may be represented by proxy. Registered Warrantheolders who are unable to attend the Special Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be valid, completed proxies must be received at the office of Odyssey Trust Company, Trader’s Bank Building, 702, 67 Yonge**

Street, Toronto, ON M5E 1J8, by email emailed to [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com), or online using the control number printed on your form of proxy by visiting <https://login.odysseytrust.com/pxlogin> and clicking on vote; or at the Corporation's head office at #001 – 2305 Victoria Avenue, Regina, Saskatchewan, S4P 0S7, no later than 11:30 AM, CST (Regina, Saskatchewan Time) on December 18, 2023, or not later than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment or postponement thereof. In the event of a general discontinuance of postal service due to a strike, lockout or otherwise, completed proxies must be delivered in person, by fax or email. Late proxies may be accepted or rejected by the chair of the Meeting (the “**Chair**”) in the Chair's discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

Persons who are beneficial owners of Warrants registered in the name of a broker, custodian, trustee, nominee or other intermediary (“**Beneficial Warrantholder**”) should complete and return the voting instruction form or other authorization provided to them in accordance with the instructions provided therein. Failure to do so may result in your Warrants not being voted at the Meeting.

If you are a Beneficial Warrantholder and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Warrants not being eligible to be voted at the Meeting. See “*Solicitation of Proxies*” and “*Advice to Beneficial Warrantholders*” in the Management Information Circular.

The enclosed form of proxy for Warrantholders confers discretionary authority with respect to: (a) amendments or variations to the matters of business to be considered at the Special Meeting or any adjournment or postponement thereof; and (b) other matters that may properly come before the Special Meeting or any adjournment or postponement thereof. As of the date hereof, management of Above Food knows of no amendments, variations or other matters to come before the Special Meeting other than the matters set forth in this Notice of Adjournment of Special Meeting of Holders of Common Share Purchase Warrants. Warrantholders who are planning on returning the accompanying form of proxy are encouraged to review the Management Information Circular carefully before submitting the form of proxy.

**It is the intention of the persons named in the enclosed form of proxy for Warrantholders, if not expressly directed to the contrary in such form of proxy, to vote FOR the Extraordinary Resolution.**

If you are a Warrantholder and have any questions or need assistance in voting your Warrants, please contact your financial, legal or other professional advisors.

*Capitalized words used but not otherwise defined herein bear the meanings ascribed to them in the Management Information Circular accompanying this Notice of Special Meeting of Holders of Common Share Purchase Warrants.*

Dated at the City of Regina, in the Province of Saskatchewan, this 17<sup>th</sup> day of November, 2023.

BY ORDER OF THE BOARD OF DIRECTORS OF ABOVE FOOD CORP.

*(signed) “Lionel Kambeitz”*

**Lionel Kambeitz**

Chief Executive Officer

ABOVE FOOD CORP.