

COLUMBIA CARE INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of the holders (the “**Columbia Care Common Shareholders**”) of common shares (“**Columbia Care Common Shares**”) and holders (the “**Columbia Care PV Shareholders**”) and, together with the Columbia Care Common Shareholders, the “**Columbia Care Shareholders**”) of proportionate voting shares (“**Columbia Care PV Shares**”) and, together with the Columbia Care Common Shares, the “**Columbia Care Shares**”) of Columbia Care Inc. (the “**Company**” or “**Columbia Care**”) will be held at 10:00 a.m. (Toronto time), on July 8, 2022 virtually via live audio webcast online at <https://web.lumiagm.com/200807187> for the following purposes:

- (a) to consider pursuant to an amended interim order of the Supreme Court of British Columbia dated June 6, 2022 (the “**Interim Order**”) and, if thought advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”), the full text of which is set forth in Appendix B to the accompanying management information circular (the “**Circular**”), to approve a plan of arrangement (the “**Arrangement**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (“**BCBCA**”); and
- (b) to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the Circular. The Board of Directors of the Company has fixed the close of business on May 10, 2022 as the record date (the “**Record Date**”) for the determination of the Columbia Care Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Columbia Care Shareholders whose names have been entered in the register of Columbia Care Shareholders as of the Record Date will be entitled to receive notice of, and to vote at, the Meeting.

Columbia Care Shareholders are entitled to vote at the Meeting or by proxy, as described in the Circular under the heading “General Proxy Information”. Only registered Columbia Care Shareholders, or the persons appointed as their proxies, are entitled to attend and vote at the Meeting. For information with respect to Columbia Care Shareholders who own their Columbia Care Shares through an intermediary, see “General Proxy Information — Non-Registered Columbia Care Shareholders” in the accompanying Circular.

Whether or not you are able to attend the Meeting, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. The Company’s transfer agent, Odyssey Trust Company, must receive your proxy no later than July 6, 2022 at 10:00 a.m. (Toronto time), or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) before any adjourned or postponed Meeting. You must send your proxy to the Company’s transfer agent by either using the envelope provided or by mailing the proxy to Odyssey Trust Company, Attention: Proxy Department, 67 Yonge Street, Suite 702, Toronto, Ontario M5E 1J8. You may also vote through the internet by going to <https://login.odysseytrust.com/pxlogin> and click on VOTE and enter the 12 digit control number found on the form of proxy. If you wish to vote on the internet, you must do so no later than July 6, 2022 at 10:00 a.m. (Toronto time). In addition, you may personally deliver your completed, dated and signed form of proxy to Odyssey Trust Company, Attention: Proxy Department, 67 Yonge Street, Suite 702, Toronto, Ontario M5E 1J8 no later than July 6, 2022 at 10:00 a.m. (Toronto time).

If you are a non-registered Columbia Care Shareholder (for example, if you hold Columbia Care Shares in an account with an intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your intermediary or call your intermediary for information as to how you can vote your Columbia Care Shares. Note that the deadlines set by your intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above, and non-registered Columbia Care Shareholders wishing to vote on the internet must do so no later than July 6, 2022 at 10:00 a.m. (Toronto time).

Late proxies may be accepted or rejected by the Chairman of the Meeting at his or her sole discretion. The Chairman is under no obligation to accept or reject any particular late proxy. The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his or her discretion, without notice.

Registered Columbia Care Shareholders as at the Record Date have the right to dissent with respect to the Arrangement Resolution and, if the Arrangement Resolution becomes effective, to be paid the fair value of their Columbia Care Shares in accordance with the provisions of Sections 237 to 247 of the BCBCA, as modified by the Interim Order and the plan of arrangement. A Columbia Care Shareholder's right to dissent is more particularly described in the Circular under the heading "*Dissenting Shareholders' Rights*" and the text of Sections 237 to 247 of the BCBCA is set forth in Appendix F to the Circular and a copy of the Interim Order is attached to the Circular as Appendix D.

Please refer to the Circular for a description of the right to dissent in respect of the Arrangement Resolution.

Failure to strictly comply with the requirements set forth in Sections 237 to 247 of the BCBCA (as modified by the Interim Order and the plan of arrangement (as applicable)) with respect to the Arrangement may result in the loss of any right to dissent. Persons who are beneficial owners of Columbia Care Shares as at the Record Date registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered holders of Columbia Care Shares as at the Record Date are entitled to dissent. Accordingly, a beneficial owner of Columbia Care Shares as at the Record Date desiring to exercise the right to dissent must make arrangements for the registered holder of such Columbia Care Shares to dissent on behalf of the holder or, alternatively, they may make arrangements for the Columbia Care Shares beneficially owned by such holder to be registered in such holder's name prior to the time the written objection to the Arrangement Resolution is required to be received by the Company.

DATED at Toronto, Ontario this 6th day of June, 2022.

BY ORDER OF THE BOARD

(signed) "Nicholas Vita"

Nicholas Vita

Director and Chief Executive Officer