



EMERALD HEALTH THERAPEUTICS, INC.

c/o 2500 – 666 Burrard Street
Vancouver, BC V6C 2X8

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that, pursuant to an order of the British Columbia Supreme Court (the "**Court**") dated July 14, 2022 (the "**Interim Order**"), an annual general and special meeting (the "**Meeting**") of the shareholders (the "**EHT Shareholders**") of Emerald Health Therapeutics, Inc. ("**EHT**") will be held on August 19, 2022 at 10:00am (Vancouver Time) virtually via live audio webcast at <https://meetnow.global/MHYHWGA>. **EHT Shareholders will not be able to attend the Meeting in person.**

At the Meeting, the EHT Shareholders will receive the financial statements of EHT for the year ended December 31, 2021, together with the auditor's report thereon, and unaudited financial statements for the three-month period ended March 31, 2022, and will:

1. consider and, if thought advisable, to pass the Arrangement Resolution, the full text of which is set forth in Appendix "B" to the accompanying management information circular (the "**Circular**"), approving a plan of arrangement (the "**Arrangement**") pursuant to Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the "**BCBCA**") involving, among other things, the acquisition by Skye Bioscience, Inc. ("**SKYE**") of all of the issued and outstanding common shares in the capital of EHT (the "**EHT Shares**"), all as more particularly described in the Circular, which resolution, to be effective must be passed by (a) 66 2/3% of the votes cast on the Arrangement Resolution by EHT Shareholders present in person or represented by proxy and entitled to vote at the Meeting; and (b) a majority of the votes cast on the Arrangement Resolution by EHT Shareholders present in person or represented by proxy and entitled to vote at the Meeting, excluding votes attached to the EHT Shares that are required to be excluded pursuant to MI 61-101 – *Protection of Minority Security Holders in Special Transactions*, as more particularly described in the Circular;
2. consider a resolution to set the number of directors of EHT at three;
3. elect directors for the ensuing year;
4. consider a resolution to appoint MNP LLP, Chartered Professional Accountants as auditor of EHT for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor; and
5. transact such other business as may properly be put before the Meeting.

Specific details of the matters proposed to be put forth before the Meeting are set forth in the Circular which accompanies this Notice of Meeting. A copy of the arrangement agreement dated May 11, 2022, as amended June 14, 2022 and July 15, 2022 between EHT and SKYE is available on EHT's profile at SEDAR at www.sedar.com and is included as Appendix "G" to the attached Circular.

The record date for determining the EHT Shareholders entitled to receive notice of and vote at the Meeting is the close of business on July 12, 2022 (the "**Record Date**"). Only EHT Shareholders whose names have been entered in the register of EHT Shareholders as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting.

Whether or not you are able to attend the Meeting virtually in person, you are encouraged to provide voting instructions in accordance with the instructions on the enclosed form of proxy or voting instruction form provided to you by your broker, investment dealer or other intermediary, as soon as possible. To be included at the Meeting, your voting instructions must be received by Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, in the enclosed envelope, by mail, courier or hand delivery by 10:00 a.m. (Vancouver time) on August 17, 2022 (or at least 48 hours (excluding non-Business Days) prior to any reconvened meeting in the event of an adjournment or postponement of the Meeting). Alternatively, EHT Shareholders may vote by telephone (1-866-732-8683) or online (www.investorvote.com) using the control number listed on the proxy. Please note, if you received a voting instruction form, you hold your shares through a broker, investment dealer or other intermediary and consequently must provide your instructions to your broker, investment dealer or other intermediary as specified in the voting instruction form and by the deadline set out therein (which may be an earlier time than set out above). EHT reserves the right to accept late proxies and to waive the proxy cut-off, with or without notice, but is under no obligation to accept or reject any particular late proxy.

EHT Shareholders who wish to appoint a third-party proxyholder to represent them virtually at the Meeting must submit their proxy or voting instruction form (if applicable) prior to registering their third-party proxyholder. Registering your proxyholder is an additional step once you have submitted your proxy or voting instruction form. Failure to register your third-party proxyholder will result in the proxyholder not receiving a 15-digit control number, and therefore not being able to vote during the virtual Meeting.

To register a proxyholder, shareholders MUST visit <http://www.computershare.com/EmeraldHealth> by August 17, 2022 and provide Computershare Investor Services Inc. ("**Computershare**") with their proxyholder's contact information, so that Computershare may provide the proxyholder with a 15-digit control number via email.

Registered EHT Shareholders and duly appointed proxyholders can attend the Meeting online at <https://meetnow.global/MHYHWGA> where they can participate, vote, or submit questions during the Meeting's live webcast.

Without a control number, your third-party proxyholder will not be able to vote at the Meeting.

Rights of Dissent

Under the Interim Order, registered EHT Shareholders are entitled to Dissent Rights (as defined in the Circular) with respect to the Arrangement Resolution. Any registered EHT Shareholders who dissent from the Arrangement Resolution in accordance with sections 237 to 247 of the BCBCA, as modified by the Plan of Arrangement or the Interim Order, will be entitled to be paid by SKYE the fair value of all of the EHT Shares held by such registered EHT Shareholders in respect of which Dissent Rights have been duly exercised determined as at the point in time immediately before the Arrangement Resolution is approved by the EHT Shareholders. The Dissent Rights with respect to the Arrangement Resolution must be strictly complied with for registered EHT Shareholders to receive payment representing the fair value of EHT Shares held. Failure to comply strictly with the provisions of the BCBCA and to adhere to the procedures established therein may result in the loss of all rights thereunder. The statutory provisions dealing with

the Dissent Rights are technical and complex. An EHT Shareholder should obtain independent legal advice with respect to the exercise of their Dissent Rights to ensure strict compliance with the Dissent Rights procedures.

Persons who are beneficial shareholders of EHT Shares registered in the name of an, investment dealer or other intermediary through which an EHT Shareholder holds its EHT Shares, or in some other name, who wish to exercise Dissent Rights, should be aware that only the registered owner of such EHT Shares is entitled to dissent.

Accordingly, a beneficial owner of EHT Shares desiring to exercise this right must make arrangements for the EHT Shares beneficially owned by such EHT Shareholder to be registered in the EHT Shareholder's name prior to the time the written notice of dissent to the Arrangement Resolution is required to be received by EHT or, alternatively, make arrangements for the registered holder of such EHT Shares to dissent on the EHT Shareholder's behalf.

To exercise the Dissent Rights with respect to the Arrangement Resolution, a written notice of dissent to the Arrangement Resolution must be received by EHT at:

Bennett Jones LLP
666 Burrard Street
Suite 2500
Vancouver, British Columbia, V6C 2X8
Attention: Devon A. Luca
Email: lucad@bennettjones.com

by or before 4:00 p.m. (Vancouver time) on August 17, 2022, or two Business Days prior to any adjournment of the Meeting (as it may be adjourned or postponed from time to time).

If you wish to exercise Dissent Rights, you should review the requirements summarized in this Circular carefully and consult with your legal advisor

It is strongly suggested that any EHT Shareholder wishing to dissent seek independent legal advice, as the failure to comply strictly with the provisions of the BCBCA, as modified by the Interim Order and the Plan of Arrangement, may result in the loss of such EHT' Shareholder's right to dissent. See "*Rights of Dissenting EHT Shareholders*" and Appendix "F" of the attached Circular.

Additional Information

Copies of EHT's annual and interim financial statements and the related management discussion and analysis are available under our SEDAR profile at www.sedar.com, or by request made to EHT at schen@emeraldhealth.ca.

DATED at Vancouver, British Columbia, the 15th day of July, 2022.

ON BEHALF OF THE BOARD

"*Jim Heppell*"
Jim Heppell
Chairman