

**NOTICE OF THE MEETINGS OF AGMEDICA BIOSCIENCE INC., 2472602
ONTARIO INC., 2642466 ONTARIO INC., 8895309 CANADA INC., WELLWORTH
HEALTH CORP., 8050678 CANADA INC., 8326851 CANADA INC., TAVIVAT
NATURALS INC., WORLDWIDE BEVERAGE INNOVATIONS INC., UNIQUE
BEVERAGES (USA) INC., and ESEELA INC.**
(hereinafter referred to as the “Applicants”)

NOTICE IS HEREBY GIVEN that the Plan of Compromise and Arrangement of the Applicants dated July 29, 2020 (as may be amended from time to time, the “**Plan**”) was filed pursuant to the *Companies’ Creditors Arrangement Act* (the “**CCAA**”) with the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) on August 4, 2020. The Plan contemplates the reorganization of the Applicants and the compromise of the rights and claims of certain creditors of the Applicants. A copy of the Plan is enclosed.

NOTICE IS ALSO HEREBY GIVEN that the Applicants may vary, amend, modify or supplement the Plan (the “**Plan Modification**”) with the consent of the Monitor:

- (i) at any time prior to the Meeting (as defined hereafter), provided that the Applicants file the Plan Modification with the Court, arrange to have the Plan Modification posted on the Monitor’s website, and serve the Plan Modification on the parties listed on the service list to these CCAA proceedings and any other party requesting a copy of such amendments. Eligible Voting Creditors (as defined hereafter) present at the Meeting will also be advised of any such amendments made to the Plan;
- (ii) at any time during the Meeting, provided that the Applicants give notice to all Eligible Voting Creditors present at the Meeting prior to the vote being taken, file the Plan Modification with the Court as soon as practically possible following the Meeting and arrange to have the Plan Modification promptly posted on the Monitor’s website; or
- (iii) at any time after the Meeting with consent of the Monitor and without further order of the Court or notice to any creditor, provided that the Applicants, the Monitor, acting reasonably and in good faith, determine the variation, amendment, modification or supplement in the amended Plan to be of a technical or administrative nature that would not materially prejudice the interests of any of the Affected Creditors under the Plan and necessary in order to give effect to the substance of the Plan or the Sanction Order (as defined hereafter).

NOTICE IS ALSO HEREBY GIVEN that the order of the Court dated August 4, 2020 (the “**Meeting Order**”) established the procedures for the Applicants to call, hold and conduct a meeting (the “**Meeting**”) to consider and pass resolution, if thought advisable, approving the Plan and to transact such other business as may be properly brought before the Meeting. For the purpose of voting on and receiving distributions pursuant to the Plan, the Plan places all Creditors with Affected Claims of all Applicants, into one class.

NOTICE IS ALSO HEREBY GIVEN that the Meeting will be held at the following date, times and location:

Date: August 25, 2020

Time: 11:00 a.m. (Eastern Time)

Location: Video Conference

Only those Affected Creditors (as defined the Plan) with Proven Claims or Disputed Claims (each such creditor, an “**Eligible Voting Creditor**”) will be eligible to attend the Meeting and vote on the resolution to approve the Plan. The votes of creditors holding Disputed Claims will be separately tabulated, and Disputed Claims will be resolved in accordance with the Claims Procedure Order, the Meeting Order and the Plan prior to any distribution on account of such Disputed Claims. Unaffected creditors (as defined under the Plan) will not be entitled to attend and vote at the Meeting.

Any Eligible Voting Creditor who is unable to attend the Meeting may vote by proxy. Further, any Eligible Voting Creditor who is not individual may only attend and vote at the Meeting if a proxyholder has been appointed to act on its behalf at such Meeting.

Proxies, once duly completed, dated and signed, must be received by the Monitor by e-mail mail (preferred), delivery, courier, or facsimile at the address of the Monitor set out on the Proxy by no later than 11:00 a.m. (Eastern Time) on August 23, 2020 in order to be acted upon at the Meeting or 48 hours (excluding days that are not Business Days) prior to any adjourned, postponed, or rescheduled Meeting. After the commencement of a Meeting, no Proxies can be accepted by the Monitor.

If you wish to attend the video conference, you will be required to pre-register. If you are submitting a Proxy, the representative indicated on the proxy will be invited to the video conference. Otherwise, if you are an individual who wishes to attend the Meeting, complete and submit a Pre-Registration Form to the Monitor no later than 11:00 am August 23, 2020. Once a Pre-Registration Form is received, the Monitor will send you an invitation to the video conference for the Meeting.

NOTICE IS ALSO HEREBY GIVEN that in accordance with the provisions of the CCAA, the Monitor has filed a report (the “**Eighth Report**”) in respect of the Plan and the affairs of the Applicants with the Court on July 31, 2020. A copy of the Monitor’s Eighth Report is posted on the Monitor’s website (www.ey.com/ca/agmedica).

NOTICE IS ALSO HEREBY GIVEN that if the Plan is approved at the Meeting by the Eligible Voting Creditors and all other necessary conditions are met, the Applicants intend to make a motion before the Court on September 1, 2020 seeking an order sanctioning the Plan pursuant to the CCAA (the “**Sanction Order**”). Any person wishing to oppose the motion for the Sanction Order must serve a copy of the materials to be used to oppose the motion and setting out the basis for such opposition upon the lawyers for both the Applicants and the Monitor as well as those parties listed on the Service List posted on the Monitor’s website (www.ey.com/ca/agmedica). Such materials must be served by no later than 5:00 p.m. (Eastern time) on August 27, 2020.

NOTICE IS ALSO HEREBY GIVEN that in order for the Plan to become effective:

- (i) the Plan must be approved at the Meeting by the affirmative vote of a majority in number, representing not less than two-thirds in value of the voting claims, of Eligible Voting Creditors in person or by proxy;
- (ii) the Plan must be sanctioned by the Court; and
- (iii) the conditions to the implementation and effectiveness of the Plan as set out in the Plan must be satisfied or waived.

Capitalized terms used and not otherwise defined in this Notice are as defined in the Meeting Order.

Additional copies of the Meeting Materials may be obtained from the Monitor's website (www.ey.com/ca/agmedica) or by contacting the Monitor by telephone at (866) 220-2247/416-941-1872 or by email at Agmedica.monitor@ca.ey.com.