

**NOTICE OF ANNUAL GENERAL MEETING AND
SPECIAL GENERAL MEETING OF THE MEMBERS OF
BUDDHA BARN MEDICINAL SOCIETY**

(the "Society")

The Presidential Director of the Society hereby gives notice that the Annual General and Special General Meeting of the Society will be held at Wheatberries Bakery, 818 Gibsons Way, Gibsons, British Columbia, V0N 1V7, on the 11th day of March, 2018, at 1:00 p.m., for the following purposes:

1. To receive the report of the director for the Society;
2. To receive and consider the financial statements for the Society for the fiscal year ended November 30, 2016;
3. To approve, ratify and confirm all contracts, acts, proceedings, appointments and payments made by the director of the Society since the last Annual General Meeting;
4. The appointment of Directors at Large, if any, by the Presidential Director;
5. To approve the following proposed special resolution:

Replacement of Bylaws

RESOLVED as a special resolution that:

1. The current Bylaws of the Society be rescinded in their entirety and that the form of Bylaws attached hereto as Schedule "A" be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society.
2. The replacement bylaws set out in Schedule "A" will take effect on the Society filing the Bylaw Alteration Application with the Registrar of Companies.

A copy of the proposed replacement Bylaws is attached hereto as Schedule "A".


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6. To transact any other business as may be properly brought before the meeting or at any adjournment thereof, without notice.

DATED Feb 17th, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

Per:



JESSIKA VILLANO, Presidential Director

Schedule "A"

Bylaws of Buddha Barn Medicinal Society (the "Society")

1 Definitions and Interpretation

Definitions

1.1 In these Bylaws

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society (as hereinafter defined);

"Bylaws" means these Bylaws as altered from time to time; and

"Directors" means the Presidential Director and any Directors at Large as hereinafter defined.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

2 Members

Membership

2.1 There shall be one class of members in the Society. The following conditions of membership shall apply:

- (a) No individual under the age of nineteen (19) years shall be admitted as a member;
- (b) Membership in the Society is not transferrable;
- (c) Corporations are not eligible for membership in the Society;

- (d) Membership shall be available only to individuals who have applied and have been accepted for membership in the Society in accordance with these Bylaws;
- (e) Subject to this Bylaw, each member is entitled to receive notice of and attend all general meetings of the Society; and
- (f) Only members in good standing who have been members for at least one (1) year are entitled to vote at any meeting of the Society at which the adopted rules of procedure and these Bylaws require a vote (the "**Voting Members**").

Application for membership

- 2.2 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.
- 2.3 The Directors may in their absolute discretion, at any time, postpone, on the terms and conditions that they see fit, the consideration of all or some applications for membership.
- 2.4 The Directors may, by a majority of votes, accept or refuse an application for membership at their sole discretion with or without reasons.

Duties of members

- 2.5 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

- 2.6 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

- 2.7 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Termination of membership and discipline of Members

- 2.8 A person's membership in the Society is terminated when;
 - (a) the person is not in good standing for 30 days;

- (b) the person resigns by mailing or delivering his/her resignation in writing to the address of the Society;
- (c) the person is expelled in accordance with paragraph 2.10;
- (d) the person dies; or
- (e) the Society is liquidated and dissolved under the Act.

2.9 A member may be disciplined by a decision of the Board.

2.10 A member may be expelled by special resolution or by a decision of the Board.

2.11 Before a member of the Society is disciplined or expelled by a decision of the Board, the Board must send to the member written notice of the proposed discipline or expulsion, including reasons, and give the member a reasonable opportunity to make representations to the Board respecting the proposed discipline or expulsion

2.12 Any notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion and the person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard in person or by agent at the meeting before the special resolution is put to a vote.

3 General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Presidential Director determines.

Notice and Attendance of general meeting

3.2 All Society members are entitled to advance notice of and to attend any general meeting of the Society;

3.3 A notice, including notice of general meeting, may be given to a member, either personally, by mail to the member at the member's registered address or by email to the member at the email address given by the member to the Society.

3.4 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is sent, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

- 3.5** A notice delivered personally or sent by email shall be deemed to have been given on the day on which the notice is delivered or sent by email and in proving that notice has been delivered by email, it is sufficient to prove that the notice was sent to the email address provided by the member as required by these Bylaws
- 3.6** Pursuant to the provisions of the Act regarding Notice of general meeting, if the Society has more than 250 members, a notice is deemed to have been sent if it has been sent to every member of the Society who has provided an email address, by email to that email address, and is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the Society's website..

Ordinary business at general meeting

- 3.7** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the Directors or auditor;
 - (d) appointment of Directors by the Presidential Director, if any;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

Notice of special business

- 3.8** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.9** The following individual is entitled to preside as the chair of a general meeting:
- (a) the Presidential Director;
 - (b) the individual, if any, appointed by the Presidential Director to preside as the chair;

- (c) if the Presidential Director is unable to preside as the chair of the general meeting and the individual appointed by the Presidential Director is unable to preside as the chair, the meeting stands adjourned to the same day in the next week, at the same time and place.

No Alternate chair of general meeting

- 3.10** The chair of the general meeting shall only be appointed in accordance with section 3.9 and no alternate chair shall be appointed.
- 3.11** Business, other than the adjournment or termination of the meeting, must not be transacted at a general meeting unless a chair has been appointed in accordance with section 3.9 and a quorum of Voting Members is present.

Quorum for general meetings

- 3.12** The quorum for the transaction of business at a general meeting is a total of three (3) Voting Members.

Lack of quorum at commencement of meeting

- 3.13** If, within 30 minutes from the time set for holding a general meeting, a quorum of Voting Members is not present,
 - (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

If quorum ceases to be present

- 3.14** If, at any time during a general meeting, there ceases to be a quorum of Voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.15 The chair of a general meeting may adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.16 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.17 The order of business at a general meeting is as follows:

- (a) determine that there is a quorum;
- (b) approve the agenda;
- (c) approve the minutes from the last general meeting;
- (d) deal with unfinished business from the last general meeting;
- (e) if the meeting is an annual general meeting,
 - (i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of Directors' activities and decisions since the previous annual general meeting,
 - (iii) appointment of Directors, if any, and
 - (iv) appoint an auditor, if any;
- (f) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (g) terminate the meeting.

Methods of voting

- 3.18** At a general meeting, voting must be by a show of hands or another method that adequately discloses the intention of the Voting Members.

Announcement of result

- 3.19** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.20** Voting by proxy is not permitted.

Electronic Participation

- 3.21** Electronic participation at general meetings is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.22** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

4 Directors

Number of and Appointment of Directors on Board

- 4.1** As long as the Society is a Member-Funded Society as defined by the Act, it must have no fewer than one (1) and no more than three (3) Directors.
- 4.2** If at any time the Society is not a Member-Funded Society as defined by the Act, it must have no fewer than three (3) and no more than five (5) Directors.
- 4.3** The Presidential Director is the director of the Society.
- 4.4** Jessika Villano shall be the first Presidential Director of the Society and shall continue to be the Presidential Director of the Society until she resigns her office or otherwise ceases to hold office in accordance with paragraph 4.6.
- 4.5** Subject to the maximum number of directors in paragraphs 4.1 and 4.2 of these Bylaws, the Presidential Director may, in his/her sole discretion, appoint additional directors of the Society ("**Directors at Large**"), to serve as director for a one year term.

Ceasing to be a Director

- 4.6** Subject to the provisions of the Act, the Presidential Director will only cease to be a director of the Society when:
- (a) the Presidential Director resigns by mailing or delivering his or /her resignation in writing to the address of the Society;
 - (b) the Presidential Director ceases to be qualified to act as director pursuant to the Act;
 - (c) the Presidential Director dies; or
 - (d) the Presidential Director is found by a court, in Canada or elsewhere, to be incapable of managing his/her own affairs.
- 4.7** A Director at Large, if any, will, subject to the provisions of the Act, cease to be a Director of the Society when:
- (a) he or she resigns by mailing or delivering his/her resignation in writing to the address of the Society;
 - (b) he or she ceases to be qualified to act as a Director pursuant to the Act;
 - (c) he or she is removed by a decision of the Presidential Director;
 - (d) he or she dies; or
 - (e) he or she is found by a court, in Canada or elsewhere, to be incapable of managing his/her own affairs.

Presidential Director may fill casual vacancy on Board

- 4.8** The Presidential Director may, at any time, appoint a member as a Director at Large to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director at Large during the Director at Large's term of office.

Term of appointment of Director filling casual vacancy

- 4.9** A Director at Large appointed by the Presidential Director to fill a vacancy ceases to be a Director at Large at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Replacement of Presidential Director

- 4.10** If the Presidential Director resigns his/her office as Presidential Director or otherwise ceases to hold office as Presidential Director, the Presidential Director must appoint a new Presidential Director to take his/her place as Presidential Director.
- 4.11** If the Presidential Director is unable due to death or incapacity to appoint a new Director to take his/her place as Presidential Director, the majority of Voting Members entitled to vote at a general meeting shall appoint a replacement Director to take the place of the former Presidential Director.
- 4.12** An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

5 Directors' Meetings

Calling Directors' meeting

- 5.1** A Directors' meeting may only be called by the Presidential Director.

Notice of directors' meeting

- 5.2** At least 2 days' notice of a Directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3** The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct of Directors' meetings

- 5.4** The Presidential Director may regulate the Directors' meetings and proceedings as she sees fit.
- 5.5** The Presidential Director is the chair of all meetings of the board.

Quorum of Directors

- 5.6** The quorum for the transaction of business at a Directors' meeting is the attendance of the Presidential Director.
- 5.7** At all meetings of the Board, the Presidential Director has one vote as Director and one additional vote as President.

5.8 At all meetings of the Board every question shall be decided by a majority of the votes cast on the question.

5.9 In the case of a tie vote, the chair has a casting vote.

6 Officers

Appointment of Officers

6.1 The Presidential Director may at his/her discretion, appoint an individual to the following officer positions. An officer is not required to be a Director of the Society and an individual may, at the Presidential Director's discretion, hold more than one position:

- (a) secretary;
- (b) treasurer.

Role of Presidential Director

6.2 The Presidential Director shall serve as both Director and President and is responsible for supervising the other Directors and officers, if any, in the execution of their duties.

Role of secretary

6.3 The secretary, if one is appointed, is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and Directors' meetings;
- (b) taking minutes of general meetings and Directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board; and
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.4 In the absence of a secretary from a meeting, the Presidential Director may appoint another individual to act as secretary at the meeting.

Role of treasurer

6.5 The treasurer, if one is appointed, is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements; and
- (d) making the Society's filings respecting taxes.

7 Remuneration of Directors and Signing Authority

Remuneration of Directors

7.1 These Bylaws do permit the Society to pay to a Director remuneration for being a Director. The Society may also, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity. A Director or officer must be reimbursed for all expenses necessarily and reasonably incurred by the Director or officer while engaged in the affairs of the Society. Any decisions regarding the remuneration of a Director or officer shall be decided by the Presidential Director.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society:

- (a) by the Presidential Director, or
- (b) by one or more individuals authorized by the Presidential Director to sign the record on behalf of the Society.

8 Inspection of Records

Restriction of Inspection

8.1 A member of the Society may, without charge, inspect the following records

- (a) a record the Society is required to keep under section 20(1) of the Act; and

- (b) the portion of a record the Society is required to keep under sections 20(2)(a) and 20(2)(b) of the Act that evidences a disclosure by a director or senior manager of their interest described in sections 56(3)(a) or (b) or 62(3)(a) or (b) of the Act.

But a member of the Society may not inspect any other record the Society is required to keep under section 20(2) of the Act.

- 8.2 Pursuant to section 24(4) of the Act and subject to paragraph 8.1 of these Bylaws, no person, other than a member or Director is permitted to inspect a record the Society is required to keep under section 20 of the Act.

9 Wind up

Wind Up Clause

- 1. Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to Buddha Barn Inc. This clause was previously unalterable.