

## BONANZA BLUE CORP.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE THAT an annual and special meeting (the “Meeting”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Bonanza Blue Corp. (the “**Corporation**”) will be held at the law offices of Cassels Brock & Blackwell LLP, Suite 2100 Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3C2 on November 11, 2016 at 10:00 a.m. for the following purposes:

1. to receive the Corporation’s audited financial statements for the fiscal year ended December 31, 2016 together with the report of the auditor thereon;
2. to (a) appoint Stern & Lovrics LLP as auditor of the Corporation to hold office until the Change of Auditor Time (as defined in the Circular) and Jackson & Company, Chartered Accountants as auditor of the Corporation for the period following the Change of Auditor Time; and (b) authorize the directors of the Corporation to fix the remuneration of the auditors so appointed, as more fully described in the management information circular dated September 30, 2016 (the “**Circular**”) accompanying this notice of Meeting;
3. (A) to elect directors of the Corporation (the “**Current Slate**”) to serve from the close of the Meeting until the earlier of (i) the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed and (ii) the effective time (the “**Change of Board Time**”) of completion of the proposed transaction (the “**RTO**”) with Cannabis Royalties & Holdings Corp. (“**CRHC**”), as more fully described in the Circular; and (B) to elect new directors of the Corporation (the “**New Slate**”) to serve from the Change of Board Time until the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed, as more fully described in the Circular;
4. to consider, and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving a new stock option plan for the Corporation (attached as Schedule “B” to the Circular), as more fully described in the Circular;
5. to consider, and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving the share unit plan of the Corporation (attached as Schedule “C” to the Circular), as more fully described in the Circular;
6. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving an amendment to the articles of the Corporation to consolidate the issued and outstanding common shares in the capital of the Corporation at a ratio of one (1) post-consolidation common share for every five (5) pre-consolidation common shares (the “**Consolidation**”), as more fully described in the Circular;
7. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving an amendment to the articles of the Corporation to change the name of the Corporation to “CannaRoyalty Corp.”, or such other name as the board of directors of the Corporation (the “**Board**”), in its sole discretion, deems appropriate, as more fully described in the Circular;
8. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving an amendment to the articles of the Corporation to set the number of directors of the Corporation at not less than one (1) and not more than ten (10);
9. to consider and, if deemed appropriate, pass with or without variation, an ordinary resolution approving, ratifying, and confirming all acts, proceedings, contracts, appointments, elections, payments and by-laws, done, instituted, made and enacted by the directors and officers of the Corporation since the date of incorporation as the same are set out or referred to in the resolutions of

the directors or in the financial statements or otherwise properly enacted, passed, made done or taken, as more fully described in the Circular;

10. to consider and, if deemed appropriate, pass with or without variation, an ordinary resolution approving and ratifying the new By-law No. 1 of the Corporation (attached as Schedule “D” to the Circular), as more fully described in the Circular; and
11. to transact such other business as may be properly brought before the Meeting or any adjournment(s) or postponement(s) thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Circular. The Circular is deemed to form part of this notice of Meeting. Please read the Circular carefully before you vote on the matters presented at the Meeting.

The Board has fixed September 13, 2016 as the record date for determining Shareholders who are entitled to receive notice of and to vote at the Meeting. Only Shareholders whose names have been entered in the register of holders of Common Shares on the close of business on that date are entitled to notice of the Meeting and to vote at the Meeting or at any adjournment(s) or postponement(s) thereof.

### **IMPORTANT**

**Registered Shareholders may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment(s) or postponement(s) thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof.** To be effective, the enclosed proxy must be mailed or faxed so as to reach or be deposited with the Corporation’s transfer agent, TSX Trust Company, 200 University Ave., Suite 300, Toronto, ON M5H 4H1 or fax (416) 595-9593. To vote by internet, please access the website listed on your proxy and follow the online voting instructions. Proxies must be received no later than 10:00 a.m. (Toronto time) on Wednesday, November 9, 2016, or 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for any adjournment of the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy. If you hold Common Shares through a broker, investment dealer, bank, trust company or other intermediary, you should follow the instructions provided by your intermediary to ensure your vote is counted at the Meeting (see the section in the accompanying Circular entitled “Advice to Beneficial Holders” for further information on how to vote your Common Shares).

**DATED** at Toronto, Ontario this 30th day of September, 2016.

**By Order of the Board of Directors of Bonanza Blue Corp.**

*(signed) “Eric Klein”*

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Eric Klein  
Chief Executive Officer