

IM CANNABIS CORP.

**Notice of Annual General and Special Meeting of Shareholders
July 28, 2021**

Notice is hereby given that the annual general and special meeting (the "**Meeting**") of the holders of common shares of **IM CANNABIS CORP.** (the "**Company**") will be held virtually on Wednesday, July 28, 2021 at 10:00 a.m. (Toronto time) for the following purposes:

- (1) to receive the Company's consolidated audited financial statements as at and for the financial years ended December 31, 2020 and 2019 and the auditors' report thereon, a copy of which is enclosed herewith if so requested or available on www.sedar.com;
- (2) to fix the number of directors of the Company at five;
- (3) to elect directors of the Company for the ensuing year;
- (4) to appoint an auditor for the Company and to authorize the board of directors to fix their remuneration;
- (5) to consider, and if deemed appropriate, approve, with or without variation, an ordinary resolution approving the Company's new stock option plan; and
- (6) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular ("**Circular**") accompanying this Notice of Meeting.

Shareholders are invited to virtually attend the Meeting. *Registered shareholders* who are unable to virtually attend the Meeting in person are requested to read the Circular and the form of proxy which accompanies this notice and to complete, sign, date and deliver the form of proxy, together with the power of attorney or other authority, if any, under which it was signed (or a notarially certified copy thereof) to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. *Non-registered shareholders* who receive the Circular and form of proxy through an intermediary must deliver the voting form provided in accordance with the instructions given by such intermediary. To be effective, proxies must be received by Computershare not later than Monday, July 26, 2021 at 10:00 a.m. (Toronto time), or in the case of any adjournment of the Meeting not later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof.

VIRTUAL MEETING

To mitigate risks to the health and safety of the Company's shareholders, management, directors, employees and other stakeholders during the COVID-19 pandemic, the Company will follow provincial and federal government guidance and hold the Meeting in a virtual-only format.

Shareholders as of the close of business on June 7, 2021 (the "**Record Date**") will have an equal opportunity to participate at the Meeting by teleconference, regardless of geographic location.

Registered shareholders and proxyholders who have completed the Company's virtual meeting advance registration process will be able to attend the Meeting via teleconference and vote. Non-registered shareholders who appoint themselves as proxyholder through their intermediary will be permitted to attend the Meeting via teleconference and vote. Non-registered shareholders who have not duly appointed themselves as proxyholder will not be permitted to attend the Meeting. This procedure is in place to ensure that the Company and its transfer agent can verify the identity of any voting shareholder at the Meeting. The Company and its transfer agent do not have a record of the Company's non-registered shareholders and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder.

In order to streamline the Meeting process, the Company encourages shareholders to vote in advance of the Meeting using the voting instruction form or the form of proxy mailed to them with the Meeting materials and submitting them by no later than 10:00 a.m. (Toronto time) on July 26, 2021, the cut-off time for deposit of proxies prior to the Meeting.

Advance registration for the Meeting is required by emailing the following information to meeting@imcannabis.com: (a) the name of the registered shareholder in which common shares of the Company are held; (b) the proxy control number given in respect of such common shares of the Company (unless the person is registering as a proxyholder); and (c) an email address and/or telephone number at which a Company representative may contact such shareholder in order to provide the Meeting ID number and passcode, or request additional information, as necessary.

The teleconference number will only be provided to shareholders and proxyholders who complete the virtual meeting advance registration process using the instructions provided above.

It is the shareholders responsibility to ensure connectivity during the meeting and the Company encourages its shareholders to allow sufficient time to log in to the Meeting before it begins.

DATED the 23rd day of June, 2021.

By Order of the Board of Directors

"Oren Shuster"

**OREN SHUSTER,
CHIEF EXECUTIVE OFFICER AND DIRECTOR**