



HAPPY BELLY FOOD GROUP INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders of common shares of **Happy Belly Food Group Inc.** (the “**Company**”) will be held on **Monday, December 30, 2024** at **9:00 am PT** by Microsoft Teams for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2023, the auditor’s reports thereon and the management’s discussion and analysis for the financial year ended December 31, 2023;
2. To fix the number of directors for the ensuing year at five (5);
3. To elect directors of the Company for the ensuing year;
4. To appoint MNP LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To re-approve the 15% rolling stock option plan of the Company, as more particularly described in the accompanying management information circular (the “**Circular**”);
6. To re-approve the fixed restricted share unit plan of the Company, as more particularly described in the accompanying Circular;
7. To approve, by ordinary resolution, an amendment to the articles of incorporation of the Company to a majority voting requirement, as more particularly described in the accompanying Circular; and
8. To transact such other business as may properly come before the Meeting or at any adjournment thereof.

Accompanying this notice is the Circular. The Circular contains details of matters to be considered at the Meeting.

The Meeting will be held in virtual only format, which will be conducted via Microsoft Teams. The Company is offering shareholders the ability to listen and participate (but not vote) at the Meeting in real time. Registered shareholders and validly appointed proxyholders may attend the Meeting at:

Meeting Link: <https://www.microsoft.com/en-ca/microsoft-teams/join-a-meeting>

Meeting ID: 286 592 729 012

Passcode: 5THbdm

Shareholders who wish to ensure that their common shares will be voted in advance of the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it by hand, by mail or by fax in accordance with the instructions set out in the form of proxy and in the Circular accompanying this Notice of Meeting.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of Proxy, please contact Endeavor Trust Corporation at 604-559-8880.

DATED at Vancouver, British Columbia, this 15th day of November, 2024.

HAPPY BELLY FOOD GROUP INC.

“Shawn Moniz”

Shawn Moniz,
COO