

GREENBRIAR CAPITAL CORP.
632 Foster Ave
Coquitlam, British Columbia V3J 2L7
Telephone: (949) 903-5906

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Greenbriar Capital Corp. (the “**Company**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, by way of in-person/teleconference call, on Wednesday, June 15, 2022 at 10:00 a.m., (Pacific Time). **The Company is offering the Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:**

Dial by your location

Canada Toll Free: 1-855-244-8677
US Toll Free: 1-855-282-6330
Attendee Access Code: 2632 716 7496

The Meeting is to be held for the following purposes:

1. To receive and consider the consolidated financial statements of the Company together with the auditor's report thereon and related management discussion and analysis for the year ended December 31, 2021.
2. To set the number of directors at five (5).
3. To elect directors of the Company for the ensuing year.
4. To appoint an auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration.
5. To consider and, if though fit, to pass an ordinary resolution of Disinterested Shareholders approving and ratifying the Company's stock option plan, as amended, as more particularly described in the accompanying Information Circular.
6. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or at any adjournment thereof.

The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice, and transact such other business as may properly come before the Meeting or any adjournment thereof. A Circular accompanies this Notice and contains details of the matters to be considered at the Meeting.

A copy of the consolidated financial statements for the year ended December 31, 2021, report of the auditor and related management discussion and analysis will be made available at the Meeting, and copies are available on SEDAR at www.sedar.com.

Registered shareholders who are unable to attend the Meeting in person and wish to ensure that their shares will be voted at the Meeting, must complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy.

If your shares are held in a brokerage account you are not a registered shareholder. Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting.

Note of Caution Concerning COVID-19

At the date hereof the Company intends to hold the Meeting at the location stated in the Notice of Meeting. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak (“COVID-19”), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in the Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company’s profile on SEDAR at www.sedar.com. Please check the Company’s SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will not prepare or mail amended Meeting Proxy Materials.

DATED at Vancouver, British Columbia, this 17th day of May, 2022.

BY ORDER OF THE BOARD

“Jeffrey Ciachurski”

JEFFREY CIACHURSKI
Chief Executive Officer