



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS OF  
PORTAGE BIOTECH INC.  
AND AVAILABILITY OF MEETING MATERIALS**

**Date and Time:** Tuesday, January 8<sup>th</sup>, 2019 at 10:00 a.m. (EST)

**Place:** 47 Avenue Road, Suite 200, Toronto, ON M5R 2G3

You are receiving this notification as Portage Biotech Inc. ("Portage" or the "Corporation") is using the notice and access procedures recently adopted by the Canadian Securities Administrators for electronic delivery of its information circular (the "Information Circular") to its shareholders on record as at November 23rd, 2018 instead of mailing out paper copies. Under this delivery method, companies can post their meeting materials on a website and send a notification to shareholders with access details. This new means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders.

This notification provides details of the date, time and place of the annual general and special meeting, including the matters to be voted on, and instructions on how to access an electronic copy, or request a paper copy of the Information Circular. Accompanying this notice is a form of proxy or voting instruction form.

**HOW TO ACCESS THE MEETING MATERIALS ONLINE**

The Information Circular can be viewed online under the Corporation's profile at [www.sedar.com](http://www.sedar.com) or on the Corporation's website at [www.portagebiotech.com](http://www.portagebiotech.com).

You can obtain a paper copy of the Information Circular free of charge, by:

1. Calling the Corporation at 416-929-1806 and providing your name and mailing address;  
OR
2. Calling our transfer agent, TSX Trust Company at 1-866-600-5859; OR
3. Sending an email to [ks@portagebiotech.com](mailto:ks@portagebiotech.com), and providing your name and mailing address.

If you wish to receive a paper copy of the Information Circular, it will be sent within three business days of your request, if such requests are made prior to the meeting date. To ensure you receive the material in advance of the voting deadline and meeting date, your request should be received by the Corporation not later than **December 20, 2018**.

**ITEM OF BUSINESS AND MATTERS TO BE VOTED ON AT THE MEETING**

At the meeting, shareholders will be asked to vote on the following:

1. **Election of Directors:** To fix the number of directors of the Corporation at six (6) and to elect the directors of the Corporation for the ensuing year. Information respecting the election of directors may be found under the heading "*Matters to be Acted Upon at the Meeting*" in Portage's Information Circular.
2. **Re-appointment of Auditors:** To re-appoint Schwartz Levitsky Feldman LLP, Chartered Professional Accountants, as auditors of the Corporation and to authorize the directors to fix their remuneration. Information respecting the appointment of Schwartz Levitsky Feldman LLP may be found under the heading "*Matters to be Acted upon at the Meeting*" in Portage's Information Circular.
3. **Approval of 2018 Consultant Stock Compensation Plan:** To approve the 2018 Consultant Stock Compensation Plan and to authorize the directors to fix the compensation share price and to issue compensation shares under the plan as they see fit.
4. **Re-approval of the 2013 Stock Option Plan and Re-designation Same as "2018 Stock Option Plan":** To re-approve the 2013 Stock Option Plan and re-name it as the "2018 Stock Option Plan" and to authorize the directors to fix the option exercise price and to issue stock options under the plan as they see fit.
5. **Approval of the SalvaRx Acquisition:** To approve the SalvaRx Acquisition and to authorize and empower the board of director to implement the SalvaRx Acquisition in their sole discretion as they see fit.
6. **Approval of a Proposed Stock Consolidation:** To consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the directors to initiate, in their discretion, consolidation of Portage's common shares at a ratio of up to 120:1.
7. **Approval of a Corporate Name Change:** To consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the directors to initiate, a name change of the Corporation in connection with the Proposed Stock Consolidation. Information respecting the Stock Consolidation may be found under the heading "*Matters to be Acted upon at the Meeting*" in Portage's Information Circular.
8. **Other Business:** The Annual Report of the Corporation, which contains the Report of the Auditors, Consolidated Financial Statements for the years ended March 31, 2017 and 2018 and accompanying Management Discussion and Analysis, will be placed before the meeting. Shareholders will not be asked to approve this item of business. Such other business will be transacted as may properly be brought before the Meeting or adjournment thereof.

**SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.**

### **VOTING**

**Please note – you cannot vote by returning this notice.**

To vote your securities you must vote by fax at 416-595-9593, online by following the instructions on your form of Proxy or Voting Instruction Form ("VIF") or by mailing the enclosed Proxy or VIF for receipt before 4:00 p.m. on Tuesday, December 18, 2018 using the enclosed

Reply Envelope.

If you ask for the Information Circular to be mailed to you, please note that another Proxy or VIF Form **will not** be sent; please retain your current Proxy or VIF for voting purposes.

**Please review the Information Circular before voting.**

**QUESTIONS**

Shareholders with questions about notice and access can contact the Corporation at 416-929-1806 or by email to [ks@portagebiotech.com](mailto:ks@portagebiotech.com).

DATED at Toronto, Ontario this 26th day of November, 2018.

BY ORDER OF THE BOARD

/s/     *"Declan Doogan"*  
Declan Doogan  
Chief Executive Officer