

GREENBRIAR CAPITAL CORP.
632 Foster Avenue
Coquitlam, BC V3J 2L7

**NOTICE OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS TO BE HELD ON MARCH 1, 2018**

TO: The Shareholders of Greenbriar Capital Corp.

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of the Shareholders of Greenbriar Capital Corp. (“Greenbriar”) will be held in Vancouver, British Columbia, at Suite 1780 – 400 Burrard Street, Vancouver, British Columbia, V6C 3A6, on Thursday, the 1st day of March, 2018, at 10:00 a.m., for the following purposes:

1. To receive and consider the financial statements of Greenbriar for the fiscal year ended December 31, 2016, together with the report of the auditor thereon;
2. To determine the number of directors to be elected to the board;
3. To elect directors for the ensuing year or until their successors have been duly elected or appointed;
4. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
5. To ratify, confirm and approve Greenbriar’s stock option plan; and
6. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting is an Information Circular and a Form of Proxy.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the Form of Proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or an adjournment thereof.

DATED at Vancouver, British Columbia, this 22nd day of January, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

“Jeffrey J. Ciachurski”

Jeffrey J. Ciachurski
Chief Executive Officer