

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER  
PURSUANT TO RULE 13a-16 OR 15b-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: October 31, 2020

Commission File Number: 000-55992

Red White & Bloom Brands Inc.  
(Exact name of registrant as specified in its charter)

N/A  
(Translation of Registrant's name into English)

810-789 West Pender Street  
Vancouver, British Columbia, Canada, V6C 1H2  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F. Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the Registrant is submitting this Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): Yes ☐ No ☒

Indicate by check mark if the Registrant is submitting this Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): Yes ☐ No ☒

Indicate by check mark whether the registrant by furnishing the information contained in this Form 6-K is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: Yes ☐ No ☒

---

## Explanatory Note

### Safe Harbor Statement

*This Form 6-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 about the registrant and its business. Forward-looking statements are statements that are not historical facts and may be identified by the use of forward-looking terminology, including the words “believes,” “expects,” “intends,” “may,” “will,” “should” or comparable terminology. Such forward-looking statements are based upon the current beliefs and expectations of the registrant’s management and are subject to risks and uncertainties which could cause actual results to differ materially from the forward-looking statements.*

*Forward-looking statements are not guarantees of future performance and actual results of operations, financial condition and liquidity, and developments in the industry may differ materially from those made in or suggested by the forward-looking statements contained in this Form 6-K. These forward-looking statements are subject to numerous risks, uncertainties and assumptions. The forward-looking statements in this Form 6-K speak only as of the date of this report and might not occur in light of these risks, uncertainties, and assumptions. The registrant undertakes no obligation and disclaims any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.*

### Exhibits

The following exhibits are included in this Form 6-K:

Exhibit No.	Description	Date filed on SEDAR
99.1	<a href="#">News Release</a>	October 2, 2020
99.2	<a href="#">News Release</a>	October 9, 2020
99.3	<a href="#">Notice of meeting and record date</a>	October 9, 2020
99.4	<a href="#">Material Change Report</a>	October 14, 2020
99.5	<a href="#">Management’s Information Circular</a>	October 30, 2020
99.6	<a href="#">Form of Proxy, Common shares</a>	October 30, 2020
99.7	<a href="#">Form of Proxy, Series 2 Preferred Shares</a>	October 30, 2020
99.8	<a href="#">Officer’s Certificate, Notice of Abridgement</a>	October 30, 2020

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

By: /s/ Theo van der Linde

\_\_\_\_\_  
Theo van der Linde  
Chief Financial Officer

Date: December 14, 2020

## Red White & Bloom Announces Additions to Team

TORONTO, Ontario, October 2, 2020 (GLOBE NEWSWIRE) -- Red White & Bloom Brands Inc. (CSE: RWB and OTC: RWBYF) ("**RWB**" or the "**Company**") is pleased to announce new additions today to Mid-American Growers ("**MAG**"), a wholly owned subsidiary of the Company and promotions within its team at RWB.

The Company is pleased to announce the following new additions to the team, which include a number of new hires to assist in the execution and expansion of the Company's business plan. The new additions include:

Margeaux Bruner, Director of Compliance & Diversity Inclusion, MAG & RWB

Margeaux Bruner supports the legal, compliance, and government affairs team by assisting with onsite operational compliance across all business entities for MAG/RWB as a Director of Compliance & Diversity Inclusion. As a current member of the Minority Cannabis Business Association Board of Directors and former Political Director for the Michigan Cannabis Industry Association, Bruner assuaged and liaised policy on behalf of membership. Bipartisan appointments; Attorney General Dana Nessel's Marijuana Policy Workgroup, and former Governor Rick Snyder as a Commissioner for the Impaired Driving Safety Committee representing qualified and registered patients.

Jonathan "Jay" Fentress, Director of Sales and Marketing, MAG

Jay Fentress has sales and marketing experience within varying industries including, cannabis, hemp, food, beverage and tobacco. He spent the last two decades in consumer packaged goods with Altria Group Distribution Company (AGDC), headquartered in Richmond, Virginia. AGCD is an Altria (Consumer Packaged Goods) subsidiary that provides sales, distribution, and consumer engagement services to Altria's tobacco companies. His experience includes coordinating with and connecting farmers and buyers nationwide for hemp distribution, a key attribute in his current assignment. He also has a background in national and local television in Green Bay, Wisconsin and Pittsburgh. He holds a B.A. in communications from Slippery Rock College, Pa.

Barry McDonald, VP Sales, MAG

Barry McDonald, a former Olympian and NCAA All-American, has occupied many senior level positions in allied industries as well as event and trade show and lifestyle media companies. He is a strategic leader with a strong belief in people development, brand excellence and an 'anything is possible' attitude. He has had a proven ability to deliver revenue and operational objectives via strategic planning, goal setting and organizational development. His strong 'hands on' leadership approach has proven

---

successful in overcoming obstacles and delivering profitability. He holds B.A. and M.S. degrees in English and Marketing from the University of Illinois, Chicago, where he also was a Division 1 Assistant Coach and received his sports honours.

The Company is also pleased to announce that it has expanded the role of Anne Hyde, the current President of MAG to include the role of COO of MAG.

Anne Hyde, with an extensive background in finance and administration, thrives in leadership positions. She oversees business development, activities, and operations to ensure desired results are consistent with the overall strategy and mission. Bringing over 25 years of financial and operational experience to her role, she draws on her experience from varying business sectors including retail, floriculture, and cannabis.

She became part of the RWB team with the acquisition of MAG, the Granville, Ill. operators of one of the country's largest indoor greenhouses, with 3.6 million sq. ft. under cultivation. She continues as its President and COO, reviewing and evaluating manufacturing activities, performance, results and continuous improvement. From 2014-2019 she was VP for ColorPoint, of Lexington, KY., where she was a member of a 7-person leadership team directing operations and planning for an extensive greenhouse with \$80 million in annual revenues. Anne began her career with Ernst & Young and also served for eight years as the CFO for a community foundation in Lexington.

She is a strong believer in giving back to the community and believes the cannabis industry can reach out to those who have been disenfranchised by the circumstances before legalization. To promote diversity and inclusion, she is directing a program to physically recruit employees from officially designated disadvantaged zones.

In addition, the company has expanded the role of Joseph Choi, CPA, CMA, Corporate Controller of RWB to include Director of Finance.

Joseph has been with the Company since November of 2019 as Corporate Controller and will now take on the additional responsibilities as Director of Finance reporting to the CFO. Mr. Choi has occupied senior positions and managed accounting and financial control functions at publicly traded cannabis companies for the past four years, including his time at Terrascend. He also has significant experience with branded products, including several years at K2 Sports, a division of Newell Rubbermaid. He has demonstrated success in building accounting infrastructure in start-up environments, adding value to an organization through strategic focus as finance leader. He is recognized for his ability to develop and nurture relationships with business partners, exhibiting a high level of professionalism and integrity. He holds a B.A in Mathematics and Chemistry from University of Toronto.

Brad Rogers, Chairman and CEO of RWB, commented, "I am very pleased to welcome Margeaux, Jay and Barry to the team and congratulate Anne and Joseph for earning expanded roles with the Company. I have no doubt that their contributions will take MAG and RWB to new heights."

---

The Company also reports that it has issued 1,500,000 restricted shares units of the Company (“**RSUs**”) under the Company’s shareholder approved restricted share unit plan (the “**RSU Plan**”) to one consultant as an incentive for the consultant to drive the growth of the Company. The RSUs will vest upon successful completion of pre-determined milestones (as determined by the board of directors and agreed upon by the consultant) being met and shall entitle the holder to acquire one common share of the Company underlying each such RSU by delivering a notice of acquisition to the Company in accordance with the RSU Plan. In accordance with the RSU Plan, the RSUs were priced at \$0.55 based on the closing price of the common shares on the Canadian Securities Exchange on October 1, 2020.

The Company has also issued 3,900,000 stock options to certain directors, officers, and consultants to purchase common shares at a price \$0.65 per share for a period of 5 years and are subject to various vesting schedules over the next 24 months.

#### **About Red White & Bloom Brands Inc.**

The Company is positioning itself to be one of the top three multi-state cannabis operators active in the U.S. legal cannabis and hemp sector. RWB is predominantly focusing its investments on the major US markets, including Michigan, Illinois, Massachusetts and California with respect to cannabis, and the US and internationally for hemp-based CBD products.

For more information about Red White & Bloom Brands Inc., please contact:

#### **Tyler Troup, Managing Director**

Circadian Group IR  
[IR@RedWhiteBloom.com](mailto:IR@RedWhiteBloom.com)

**Visit us on the web:** [www.RedWhiteBloom.com](http://www.RedWhiteBloom.com)

#### **Follow us on social media:**

Twitter: [@rwbbrands](https://twitter.com/rwbbrands)

Facebook: [@redwhitebloombrands](https://www.facebook.com/redwhitebloombrands)

Instagram: [@redwhitebloombrands](https://www.instagram.com/redwhitebloombrands)

*Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.*

#### **FORWARD LOOKING INFORMATION**

This press release contains forward-looking statements and information that are based on the beliefs of management and reflect the Company's current expectations. When used in this press release, the words “estimate”, “project”, “belief”, “anticipate”, “intend”, “expect”, “plan”, “predict”, “may” or “should” and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this press release includes

---

information relating to the new team members expertise and how the Company will benefit from their ability to assist the Company with implementing its business plan. Such statements and information reflect the current view of the Company with respect to risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: risks associated with the implementation of the Company's business plan and matters relating thereto, risks associated with the cannabis industry, competition, regulatory change, the need for additional financing, reliance on key personnel, the potential for conflicts of interest among certain officers or directors, and the volatility of the Company's common share price and volume. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made, and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

There are a number of important factors that could cause the Company's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others, risks related to the Company's proposed business, such as failure of the business strategy and government regulation; risks related to the Company's operations, such as additional financing requirements and access to capital, reliance on key and qualified personnel, insurance, competition, intellectual property and reliable supply chains; risks related to the Company and its business generally. The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors. While the Company may elect to, it does not undertake to update this information at any particular time.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

## Red White & Bloom's Platinum Vape Expanding into Arizona

*- Arizona's medical market is expected to reach sales of up to \$915 million for 2020; Recreational cannabis to be voted on in November's election which would further increase market size-*

*-Platinum's products are currently sold within Michigan, California and Oklahoma through over 750 locations-*

TORONTO, ON October 8, 2020 (GLOBE NEWSWIRE) -- Red White & Bloom Brands Inc. (CSE: RWB and OTC: RWBYF) ("**RWB**" or the "**Company**") is pleased to announce that Platinum Vape ("**Platinum**" or "**PV**") has entered into agreements with a third-party licensed MSO to launch Platinum products in Arizona later this quarter.

PV has entered into a services agreement and sublease with a leading MSO in the State of Arizona. Under these agreements, PV has subleased a licensed facility that encompasses approximately 6,000 square feet of space and expects to see PV branded products in the Arizona market this quarter.

Platinum are purveyors of a full product line of premium cannabis products sold at over 750 retailers throughout Michigan, California and Oklahoma boasting an 84% rating (4.2/5) on WeedMaps.com.

Chairman & CEO Brad Rogers stated, "Platinum continues to execute on their expansion plans into a market that I expect to be in the top 5 in the US. The Platinum brand is quickly becoming recognized as the market leader in quality, safety and user experience. Rogers further added, "Arizona isn't only getting a great brand and incredible product, they're getting George, Cody and the entire team at PV's solidarity and selfless commitment to making the best possible cannabis products."

New Frontier Data estimates that with a population of roughly 7.4 million, Arizona has nearly 1.2 million cannabis consumers in total (i.e., legal or illicit). Should Prop 207 pass, Arizona's legal adult-use market is projected to generate \$341 million in revenue in its first year, and expand by 2025 to generate over \$1 billion in revenue. In 2019, Arizona's medical market rang up \$768 million in sales.

### About Red White & Bloom Brands Inc.

The Company is positioning itself to be one of the top three multi-state cannabis operators active in the U.S. legal cannabis and hemp sector. RWB is predominantly focusing its investments on the major US markets, including Michigan, Illinois,

---



Massachusetts and California with respect to cannabis, and the US and internationally for hemp-based CBD products.

For more information about Red White & Bloom Brands Inc., please contact:

**Tyler Troup, Managing Director**

Circadian Group IR

[IR@RedWhiteBloom.com](mailto:IR@RedWhiteBloom.com)

**Visit us on the web:** [www.RedWhiteBloom.com](http://www.RedWhiteBloom.com)

**Follow us on social media:**

Twitter: [@rwbbrands](https://twitter.com/rwbbrands)

Facebook: [@redwhitebloombrands](https://www.facebook.com/redwhitebloombrands)

Instagram: [@redwhitebloombrands](https://www.instagram.com/redwhitebloombrands)

*Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.*

**FORWARD LOOKING INFORMATION**

This press release contains forward-looking statements and information that are based on the beliefs of management and reflect the Company's current expectations. When used in this press release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this press release includes information relating to the implementation of the Company's business plan including Platinum's expansion plan into Arizona and its ability to launch Platinum products in Arizona later this quarter. Such statements and information reflect the current view of the Company with respect to risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: risks associated with the implementation of the Company's business plan and matters relating thereto, risks associated with the cannabis industry, competition, regulatory change, the need for additional financing, reliance on key personnel, the potential for conflicts of interest among certain officers or directors, and the volatility of the Company's common share price and volume. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made, and the Company undertakes no obligation to update forward-looking statements if these

---

beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

There are a number of important factors that could cause the Company's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others, risks related to the Company's proposed business, such as failure of the business strategy and government regulation; risks related to the Company's operations, such as additional financing requirements and access to capital, reliance on key and qualified personnel, insurance, competition, intellectual property and reliable supply chains; risks related to the Company and its business generally. The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors. While the Company may elect to, it does not undertake to update this information at any particular time.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

**RED WHITE 7 & BLOOM BRANDS INC.**

Via SEDAR

October 9, 2020

**TO ALL REGULATORS AND EXCHANGES**

**RE: Red White & Bloom Brands Inc. (the "Issuer")**  
**Notice of Meeting and Record Dates**

1	Meeting Type	Special
2	Record Date for Notice of Meeting	October 23, 2020
3	Record Date for Voting (If Applicable)	October 23, 2020
4	Beneficial Ownership Determination Date	October 23, 2020
5	Meeting Date	November 23, 2020
6	Meeting Location	Suite 810, 789 West Pender Street Vancouver, British Columbia, V6C 1H2
7	Voting Securities Details	
8	Description (Class)	a) Common b) Preferred Series II c) Preferred Series I
9	ISIN / CUSIP	a) CA75704R1010 / 75704R101 b) CA75704R2000 / 75704R200 c) N/A
10	Issuer sending proxy related materials directly to Non-Objecting Beneficial Owners (NOBO's)	NO
11	Issuer paying for delivery of Objecting Beneficial Owners (OBO's)	NO
12	Notice and Access	
	Beneficial Holders	NO
	Registered Holders	NO
13	Material Selection	Special / Extraordinary Meeting: All Shareholders (incl. all materials, special & dediners)

Regards,

"Theo Van der Linde"

Johannes (Theo) van der Linde, Director and CFO  
 Red White & Bloom Brands Inc.

**Form 51-102F3**  
**Material Change Report**

**Item 1            Name and Address of Company**

Red White & Bloom Brands Inc. (formerly, Tidal Royalty Corp.) (the “**Company**” or “**RWB**”)  
810 - 789 West Pender Street  
Vancouver, B.C. V6C 1H2

**Item 2            Date of Material Change**

October 2, 2020

**Item 3            News Release**

The new releases were filed on SEDAR, disseminated through the facilities of GlobeNewswire and posted to the Company’s disclosure hall with the Canadian Securities Exchange (the “CSE”).

**Item 4            Summary of Material Change**

On October 2, 2020, the Company announced new additions to Mid-American Growers (“MAG”), a wholly owned subsidiary of the Company and promotions within its team at RWB.

The Company also issued 1,500,000 restricted shares units (“RSUs”) under its restricted share unit plan (the “RSU Plan”) to one consultant. In accordance with the RSU Plan, the RSUs were priced at \$0.55 based on the closing price of the common shares on the Canadian Securities Exchange on October 1, 2020.

The Company has also issued 3,900,000 stock options to certain directors, officers, and consultants to purchase common shares at a price \$0.65 per share for a period of 5 years and are subject to various vesting schedules over the next 24 months.

**Item 5            Full Description of Material Change**

**5.1            Full Description of Material Change**

On October 2, 2020, the Company announced new additions today to MAG, a wholly owned subsidiary of the Company and promotions within its team at RWB.

The Company is pleased to announce the following new additions to the team, which include a number of new hires to assist in the execution and expansion of the Company’s business plan. The new additions include:

Margeaux Bruner, Director of Compliance & Diversity Inclusion, MAG & RWB

Margeaux Bruner supports the legal, compliance, and government affairs team by assisting with onsite operational compliance across all business entities for MAG/RWB as a Director of Compliance & Diversity Inclusion. As a current member of the Minority Cannabis Business Association Board of Directors and former Political Director for the Michigan Cannabis Industry Association, Bruner assuaged and liaised policy on behalf of membership. Bipartisan appointments; Attorney General Dana Nessel’s Marijuana Policy Workgroup, and former Governor Rick Snyder as a Commissioner for the Impaired Driving Safety Committee representing qualified and registered patients.

---

Jonathan “Jay” Fentress, Director of Sales and Marketing, MAG

Jay Fentress has sales and marketing experience within varying industries including, cannabis, hemp, food, beverage and tobacco. He spent the last two decades in consumer packaged goods with Altria Group Distribution Company (AGDC), headquartered in Richmond, Virginia. AGDC is an Altria (Consumer Packaged Goods) subsidiary that provides sales, distribution, and consumer engagement services to Altria’s tobacco companies. His experience includes coordinating with and connecting farmers and buyers nationwide for hemp distribution, a key attribute in his current assignment. He also has a background in national and local television in Green Bay, Wisconsin and Pittsburgh. He holds a B.A. in communications from Slippery Rock College, Pa.

Barry McDonald, VP Sales, MAG

Barry McDonald, a former Olympian and NCAA All-American, has occupied many senior level positions in allied industries as well as event and trade show and lifestyle media companies. He is a strategic leader with a strong belief in people development, brand excellence and an ‘anything is possible’ attitude. He has had a proven ability to deliver revenue and operational objectives via strategic planning, goal setting and organizational development. His strong ‘hands on’ leadership approach has proven successful in overcoming obstacles and delivering profitability. He holds B.A. and M.S. degrees in English and Marketing from the University of Illinois, Chicago, where he also was a Division 1 Assistant Coach and received his sports honours.

The Company is also pleased to announce that it has expanded the role of Anne Hyde, the current President of MAG to include the role of COO of MAG.

Anne Hyde, with an extensive background in finance and administration, thrives in leadership positions. She oversees business development, activities, and operations to ensure desired results are consistent with the overall strategy and mission. Bringing over 25 years of financial and operational experience to her role, she draws on her experience from varying business sectors including retail, floriculture, and cannabis.

She became part of the RWB team with the acquisition of MAG, the Granville, Ill. operators of one of the country’s largest indoor greenhouses, with 3.6 million sq. ft. under cultivation. She continues as its President and COO, reviewing and evaluating manufacturing activities, performance, results and continuous improvement. From 2014-2019 she was VP for ColorPoint, of Lexington, KY., where she was a member of a 7-person leadership team directing operations and planning for an extensive greenhouse with \$80 million in annual revenues. Anne began her career with Ernst & Young and also served for eight years as the CFO for a community foundation in Lexington.

She is a strong believer in giving back to the community and believes the cannabis industry can reach out to those who have been disenfranchised by the circumstances before legalization. To promote diversity and inclusion, she is directing a program to physically recruit employees from officially designated disadvantaged zones.

In addition, the company has expanded the role of Joseph Choi, CPA, CMA, Corporate Controller of RWB to include Director of Finance.

Joseph has been with the Company since November of 2019 as Corporate Controller and will now take on the additional responsibilities as Director of Finance reporting to the CFO. Mr. Choi has occupied senior

---

positions and managed accounting and financial control functions at publicly traded cannabis companies for the past four years, including his time at Terrascend. He also has significant experience with branded products, including several years at K2 Sports, a division of Newell Rubbermaid. He has demonstrated success in building accounting infrastructure in start-up environments, adding value to an organization through strategic focus as finance leader. He is recognized for his ability to develop and nurture relationships with business partners, exhibiting a high level of professionalism and integrity. He holds a B.A in Mathematics and Chemistry from University of Toronto.

The Company also reports that it has issued 1,500,000 RSUs under the Company's RSU Plan to one consultant as an incentive for the consultant to drive the growth of the Company. The RSUs will vest upon successful completion of pre-determined milestones (as determined by the board of directors and agreed upon by the consultant) being met and shall entitle the holder to acquire one common share of the Company underlying each such RSU by delivering a notice of acquisition to the Company in accordance with the RSU Plan. In accordance with the RSU Plan, the RSUs were priced at \$0.55 based on the closing price of the common shares on the CSE on October 1, 2020.

The Company has also issued 3,900,000 stock options to certain directors, officers, and consultants to purchase common shares at a price \$0.65 per share for a period of 5 years and are subject to various vesting schedules over the next 24 months.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

### **Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

### **Item 7 Omitted Information**

Not applicable.

### **Item 8 Executive Officer**

Johannes van der Linde, Director and CFO  
Phone: 604-687-2038

### **Item 9 Date of Report**

October 14, 2020

**RED WHITE & BLOOM BRANDS INC.**  
(formerly Tidal Royalty Corp.)

**Special Meeting of Shareholders  
and  
Class Meeting of Holders of Series 2 Convertible Preferred Shares  
to be held on Monday, November 23, 2020  
at  
810 - 789 West Pender Street  
Vancouver, British Columbia V6C 1H2**

**Notice of Special Meeting,  
Notice of Class Meeting  
and  
Information Circular**

**October 26, 2020**

---

**RED WHITE & BLOOM BRANDS INC.**  
(formerly, Tidal Royalty Corp.)

**CORPORATE DATA**

**Head Office**

Red White & Bloom Brands Inc.  
810 - 789 West Pender Street  
Vancouver, British Columbia V6C 1H2

**Directors and Officers**

Brad Rogers, Chief Executive Officer and Director  
Johannes (Theo) van der Linde, Chief Financial Officer,  
Corporate Secretary, and Director  
Michael Marchese, Director  
William Dawson, Director  
Brendan Purdy, Director

**Registrar and Transfer Agent**

National Securities Administrators Ltd.  
760 – 777 Hornby Street  
Vancouver, British Columbia V6Z 1S4

**Legal Counsel**

Gowling WLG (Canada) LLP  
1600 - 100 King Street West  
Toronto, Ontario M5X 1G5

**Auditor**

Smythe LLP, Chartered Professional Accountants  
1700 - 475 Howe St.  
Vancouver, British Columbia V6C 2B3

**Listings**

Canadian Securities Exchange - Symbol “RWB”  
OTC – Symbol “RWBYF”

---



**RED WHITE & BLOOM BRANDS INC.**

(formerly, Tidal Royalty Corp.)

810 - 789 West Pender Street

Vancouver, British Columbia V6C 1H2

**NOTICE OF SPECIAL MEETING OF  
HOLDERS OF COMMON SHARES AND  
HOLDERS OF SERIES 2 CONVERTIBLE PREFERRED SHARES**

NOTICE IS HEREBY GIVEN that the special meeting (the “**Special Meeting**”) of the holders (the “**Common Shareholders**”) of common shares (the “**Common Shares**”) of Red White & Bloom Brands Inc. (the “**Company**”) and the holders (the “**Series 2 Shareholders**”, and collectively with the Common Shareholders, the “**Shareholders**”) of Series 2 Convertible Preferred Shares (the “**Series 2 Preferred Shares**”) of the Company will be held in the boardroom at 810 - 789 West Pender Street, Vancouver, British Columbia V6C 1H2, on Monday, November 23, 2020 at the hour of 10:00 a.m. (Vancouver time), for the following purposes:

1. To consider and, if thought fit, to approve, subject to regulatory approval, a special resolution authorizing the Company to alter the articles of the Company to change the conversion date of the Series 2 Preferred Shares such that each Series 2 Shareholder shall be entitled to convert any whole number of Series 2 Preferred Shares into validly issued, fully paid and non-assessable Shares on any business day after the thirteen month anniversary of the date upon which the Series 2 Preferred Shares were issued by the Company (the “**Initial Issuance Date**”) and prior to the two year anniversary of the Initial Issuance Date; and
2. To transact such further or other business as may properly come before the Special Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Special Meeting is the Company’s Management Information Circular, a form of proxy on the white sheet (the “**Proxy**”) or voting instruction form (as applicable). The accompanying Information Circular provides information relating to the matters to be addressed at the Special Meeting and is incorporated into this Notice of Special Meeting.

Shareholders are entitled to vote at the Special Meeting either in person or by proxy. Those who are unable to attend the Special Meeting are requested to read the notes to the enclosed form of Proxy and then to, complete, sign and mail the enclosed form of Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice of Special Meeting.

DATED at Vancouver, British Columbia, this 26th day of October, 2020.

**BY ORDER OF THE BOARD**

*(signed) “Brad Rogers”*

Brad Rogers

Chief Executive Officer

---

**RED WHITE & BLOOM BRANDS INC.**

(formerly, Tidal Royalty Corp.)

810 - 789 West Pender Street

Vancouver, British Columbia V6C 1H2

**NOTICE OF CLASS MEETING OF HOLDERS OF  
SERIES 2 CONVERTIBLE PREFERRED SHARES**

NOTICE IS HEREBY GIVEN that the class meeting (the “**Class Meeting**”) of the holders (the “**Series 2 Shareholders**”) of Series 2 Convertible Preferred Shares (the “**Series 2 Preferred Shares**”) of Red White & Bloom Brands Inc. (the “**Company**”) and will be held in the boardroom at 810 - 789 West Pender Street, Vancouver, British Columbia V6C 1H2, on Monday, November 23, 2020 at the hour of 10:00 a.m. (Vancouver time), for the following purposes:

1. To consider and, if thought fit, to approve, subject to regulatory approval, a separate special resolution authorizing the Company to alter the articles of the Company to change the conversion date of the Series 2 Preferred Shares such that each Series 2 Shareholder shall be entitled to convert any whole number of Series 2 Preferred Shares into validly issued, fully paid and non-assessable common shares (the “**Common Shares**”) of the Company on any business day after the thirteen month anniversary of the date upon which the Series 2 Preferred Shares were issued by the Company (the “**Initial Issuance Date**”) and prior to the two year anniversary of the Initial Issuance Date; and
2. To transact such further or other business as may properly come before the Class Meeting or any adjournment or adjournments thereof.

Only holders of record of Series 2 Preferred Shares at the close of business on October 23, 2020 are entitled to vote on the matters to be considered at the Class Meeting. The Class Meeting will be held at the same time and place as the special meeting (the “**Special Meeting**”) of the holders of Common Shares and Series 2 Preferred Shares for the purposes set out in the accompanying Notice of Special Meeting.

Accompanying this Notice of Class Meeting is the Company’s Management Information Circular, a form of proxy on the blue sheet (the “**Series 2 Proxy**”) or voting instruction form (as applicable). The accompanying Information Circular provides information relating to the matters to be addressed at the Class Meeting and is incorporated into this Notice of Class Meeting.

Series 2 Shareholders are entitled to vote at the Class Meeting either in person or by proxy. Those who are unable to attend the Class Meeting are requested to read the notes to the enclosed Series 2 Proxy and then to, complete, sign and mail the enclosed form of Series 2 Proxy in accordance with the instructions set out in the Series 2 Proxy and in the Information Circular accompanying this Notice of Class Meeting.

DATED at Vancouver, British Columbia, this 26th day of October, 2020.

**BY ORDER OF THE BOARD**

*(signed) “Brad Rogers”*

Brad Rogers

Chief Executive Officer

---

**RED WHITE & BLOOM BRANDS INC.**

(formerly, Tidal Royalty Corp.)

810 - 789 West Pender Street

Vancouver, British Columbia V6C 1H2

**INFORMATION CIRCULAR**

(Containing information as at October 26, 2020 unless indicated otherwise)

**SOLICITATION OF PROXIES**

**THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF RED WHITE & BLOOM BRANDS INC.** (the “**Company**”) for use at:

- (1) the special meeting (the “**Special Meeting**”) of the holders (the “**Common Shareholders**”) of common shares (the “**Common Shares**”) of the Company and holders (the “**Series 2 Shareholders**”, and collectively with the Common Shareholders, the “**Shareholders**”) of Series 2 Convertible Preferred Shares (the “**Series 2 Preferred Shares**”, and collectively with the Common Shares, the “**Shares**”) of the Company (and any adjournment thereof); and
- (2) the class meeting (the “**Class Meeting**”) of the Series 2 Shareholders (and any adjournment thereof),

(collectively, the “**Meetings**”),

**TO BE HELD ON MONDAY, NOVEMBER 23, 2020 AT THE TIME AND PLACE AND FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF SPECIAL MEETING AND NOTICE OF CLASS MEETING.** While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

**THE CONTENTS AND THE SENDING OF THIS INFORMATION CIRCULAR HAVE BEEN APPROVED BY THE DIRECTORS OF THE COMPANY.**

**APPOINTMENT OF PROXYHOLDER**

The individuals named in the accompanying forms of Proxy or Series 2 Proxy (collectively, the “**Proxies**”) are Brad Rogers, the Chief Executive Officer and a director of the Company and Johannes (Theo) van der Linde, Chief Financial Officer and Corporate Secretary and a director of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING S HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORMS OF PROXIES AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORMS OF PROXIES OR BY COMPLETING ANOTHER FORM OF PROXY.** Proxies will not be valid unless the applicable completed forms of proxies is received by National Securities Administrators Ltd., 760 - 777 Hornby Street, Vancouver, British Columbia V6Z 1S4 (the “**Transfer Agent**”) not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meetings or any adjournment thereof.

---

## **REVOCATION OF PROXIES**

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the head office of the Company, at 810 - 789 West Pender Street, Vancouver, British Columbia V6C 1H2, at any time up to and including the last business day preceding the day of the Meetings or if adjourned, any reconvening thereof, or to the Chairman of the Meetings on the day of the Meetings or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

## **INFORMATION FOR BENEFICIAL SHAREHOLDERS**

**Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meetings. A substantial number of Shareholders of the Company are “non-registered” Shareholders because the Shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their Shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only registered Shareholders may vote at the Meetings.** If Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Shares will not be registered in such Shareholder’s name on the records of the Company. Such Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depositary Services Inc., which company acts as nominee for many Canadian brokerage firms). Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Shares for the brokers’ clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meetings.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meetings. Often the Proxies supplied to a Beneficial Shareholder by its broker is identical to the Proxies provided by the Company to the registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically prepares a machine-readable voting instruction form (“**VIF**”), mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meetings. **A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote Shares directly at the Meetings. The VIF must be returned to Broadridge (or instructions respecting the voting of Shares must be communicated to Broadridge) well in advance of the Meetings in order to have the Shares voted.**

This Information Circular and accompanying materials are being sent to both registered Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories –

---

those who object to their identity being known to the issuers of securities which they own (“**Objecting Beneficial Owners**”, or “**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**”, or “**NOBOs**”). Subject to the provision of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers* (“**NI 54-101**”) issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Shares on your behalf.

The Company has not adopted the notice and access procedure described in NI 54-101 and National Instrument 51-102 – Continuous Disclosure Obligations to distribute its proxy-related materials to the registered Shareholders and Beneficial Shareholders.

Management of the Company does not intend to pay for intermediaries to forward to OBOs (who have not otherwise waived their right to receive proxy-related materials) under NI 54-101 the proxy-related materials and Form 54-101F7 – Request for Voting Instructions Made by Intermediary. Accordingly, an OBO will not receive the materials unless the OBO’s intermediary assumes the costs of delivery.

The Company has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. By choosing to send these materials to you directly, the Company (and not the intermediary holding Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result, if you are a NOBO of the Company, you can expect to receive a scannable VIF from the Transfer Agent. Please complete and return the VIF to the Transfer Agent in the envelope provided or by facsimile. In addition, telephone voting and internet voting can be found in the VIF. The Transfer Agent will tabulate the results of the VIFs received from the Company’s NOBOs and will provide appropriate instructions at the Meetings with respect to the Shares represented by the VIFs they receive.

The Company’s OBOs can expect to be contacted by Broadridge or their brokers or their broker’s agents as set out above.

Although Beneficial Shareholders may not be recognized directly at the Meetings for the purposes of voting Shares registered in the name of his broker, a Beneficial Shareholder may attend the Meetings as proxyholder for the registered Shareholder and vote the Shares or Series 2 Preferred Shares in that capacity. **Beneficial Shareholders who wish to attend the Meetings and indirectly vote their Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the VIF provided to them and return the same to their broker (or the broker’s agent) or Broadridge in accordance with the instructions provided by such broker or Broadridge.**

All references to Shareholders in this Information Circular and the accompanying form of Proxies and Notice of Meeting are to Shareholders of record unless specifically stated otherwise.

#### **VOTING OF PROXIES**

Shares represented by properly executed proxies in favor of persons designated in the enclosed forms of proxies **WILL BE VOTED FOR ALL MATTERS TO BE VOTED ON AT THE MEETING S**

---

**AS SET OUT IN THIS INFORMATION CIRCULAR OR WITHHELD FROM VOTING IF SO INDICATED ON THE APPLICABLE FORMS OF PROXIES.**

The respective Shares represented by applicable Proxies will, on any poll where a choice with respect to any matter to be acted upon has been specified in the applicable forms of Proxies, be voted in accordance with the specification made.

**SUCH SHARES WILL ON A POLL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED.**

The enclosed forms of Proxies when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meetings. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meetings or any further or other business is properly brought before the Meetings, it is the intention of the persons designated in the enclosed forms of Proxies to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meetings.

**VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

As at October 23, 2020, the Company's authorized share structure consists of an unlimited number of common shares (the "Shares") and an unlimited number of Preferred shares without par value, of which an unlimited number are designated as Series 1 Convertible Preferred Shares (the "Series 1 Shares") and an unlimited number are designated as Series 2 Convertible Preferred Shares (the "Series 2 Preferred Shares"). As at October 23, 2020, there were 185,771,886 Shares issued and outstanding, 3,181,250 Series 1 Shares issued and outstanding and 112,540,549 Series 2 Preferred Shares issued and outstanding. Each Share in the capital of the Company carry the right to one vote. Each Series 2 Preferred Share shall entitle the holder thereof to cast such number of votes as is equal to the number of Shares into which it is convertible.

Shareholders registered as at October 23, 2020 are entitled to attend and vote at the Meetings. Shareholders who wish to be represented by proxy at the Meetings must, to entitle the person appointed by the applicable Proxies to attend and vote, deliver their respective Proxies at the place and within the time set forth in the notes to the applicable Proxies.

To the knowledge of the directors and executive officers of the Company, as of the date of this Circular, no persons beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued and outstanding Shares.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than transactions carried out in the normal course of business of the Company or any of its affiliates, none of the directors or executive officers of the Company, any Shareholder beneficially owning shares carrying more than 10% of the voting rights attached to the shares of the Company nor an associate or affiliate of any of the foregoing persons has since the commencement of the Company's most recently completed financial year had any material interest, direct or indirect, in any transaction which materially affected the Company or any of its subsidiaries or in any proposed transaction which has or would materially affect the Company or any of its subsidiaries.

---

## **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

No director or executive officer of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon, except that if the Alteration (as defined below) is approved and completed, the Series 2 Preferred Shares held by such persons will be subject to the Alteration. Such persons will not receive any extra or special benefit or advantage not shared on a proportionate basis by all Series 2 Shareholders.

## **MANAGEMENT CONTRACTS**

Other than as disclosed below, no Management functions of the Company are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

The Company entered into a management agreement (the “**Management Contract**”) with Pender Street Corporate Consulting Ltd. (“**PSCC**”) of 810 - 789 West Pender Street, Vancouver, British Columbia V6C 1H2 dated for reference January 1, 2018, and subsequently assigned to Partum Advisory Services Corp. (“**Partum**”) on April 3, 2019, as amended on April 1, 2020 to provide certain corporate, accounting and administrative services to the Company in accordance with the terms of the Management Contract for a monthly fee of \$6,000 plus applicable taxes and reimbursement of all out-of-pocket expenses incurred on behalf of the Company. The Management Contract is for an initial term of 12 months, to be automatically renewed for further 12 month periods, unless either party gives 90 days’ notice of non-renewal, in which case the Management Contract will terminate. The Management Contract can be terminated by either party on 90 days’ written notice. It can also be terminated by the Company for cause without prior notice or upon the mutual consent in writing of both parties. If there is a take-over or change of control of the Company resulting in the termination of the Management Agreement, Partum is entitled to receive an amount equal to six months of fees payable as a lump sum payment due on the day after the termination date.

Partum was not indebted to the Company during the Company’s last completed financial year, and the Management Contract remains in effect.

During the most recently completed financial year, the Company paid or accrued a total \$563,916 in corporate, accounting and administrative service fees.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **Approval of Alteration of Articles to Change the Conversion Date of the Series 2 Preferred Shares**

#### **Series 2 Preferred Shares**

The Company is authorized to issue an unlimited number of Series 2 Preferred Shares, which rank senior to the Common Shares and the Series 1 Shares. Each Series 2 Preferred Share shall be convertible into one validly issued, fully paid and non-assessable Common Share on the terms and conditions set out in the Company’s constating documents. Each Series 2 Preferred Share is convertible into one Common Share any time after the date that is seven months after the date upon which the Series 2 Preferred Shares were issued by the Company (the “**Initial Issuance Date**”) and before the two year anniversary of the Initial Issuance Date.

---

Holders of Series 2 Preferred Shares (the “**Series 2 Shareholders**”) shall be treated for all purposes as the record holder or holders of such underlying Common Shares on the date on which the Series 2 Preferred Shares are converted.

Series 2 Shareholders shall have voting rights and are entitled to vote on a matter with holders of Shares (and Series 1 Shares if required by law or otherwise entitled to vote with the holders of Shares), voting together as one class. Each Series 2 Preferred Share shall entitle the holder thereof to cast that number of votes per share as is equal to the number of Common Shares into which it is then convertible using the record date for determining the shareholders of the Company eligible to vote on such matters as the date as of which the Series 2 Share Conversion Rate (as defined in the Company’s constating documents) is calculated. Series 2 Shareholders shall be entitled to written notice of all shareholder meetings or written consents (and copies of proxy materials and other information sent to shareholders), which notice shall be provided pursuant to the Company’s articles and applicable law.

Series 2 Shareholders shall be entitled to receive, and the Company shall pay thereon, a fixed dividend equal to 5.0% per annum, calculated monthly and payable in Series 2 Preferred Shares. Upon conversion of Series 2 Preferred Shares, the dividend shall be calculated pro rata as at the most recently completed month prior to the Series 2 Share Conversion Date (as defined in the Company’s constating documents). Series 2 Shareholders shall be entitled to receive such dividends paid and distributions made to the holders of the Common Shares to the same extent as if such Series 2 Shareholders had converted each Series 2 Preferred Share held by them into Common Shares and had held such Common Shares on the record date for such dividends and distributions. Payment under the preceding sentence shall be made concurrently with the dividend or distribution to the holders of Common Shares. The Company will be entitled to deduct and withhold from any dividends paid in respect of Series 2 Preferred Shares, and to otherwise recover from the Series 2 Shareholder the full amount of taxes or other additional amounts required to be deducted or withheld by the Company under applicable laws.

The Company has issued an aggregate of 112,540,549 Series 2 Preferred Shares, including 108,726,349 Series 2 Preferred Shares issued in connection with the business combination transaction which completed on April 24, 2020 involving the Company and MichiCann Medical Inc., 1,475,000 Series 2 Preferred Shares issued in connection with the exercise of stock options, 2,339,200 Series 2 Preferred Shares issued in connection with the debt settlement transaction with PharmaCo Inc.

#### **Alteration of Articles**

The board of directors of the Company (the “**Board**”) has determined that it would be in the best interests of the Company and the Shareholders to alter the articles of the Company to change the conversion date of the Series 2 Preferred Shares such that each holder of a Series 2 Preferred Share shall be entitled to convert any whole number of Series 2 Preferred Shares into validly issued, fully paid and non-assessable Common Shares on any business day after the thirteen month anniversary of the Initial Issuance Date and prior to the two year anniversary of the Initial Issuance Date (the “**Alteration**”)

After careful consideration of, among other things, the advice of its professional advisors, the Board believes that the holders of Common Shares, the holders of Series 2 Preferred Shares and the Company as a whole will each benefit from the Alteration as it will allow the Company more time to build investor awareness in the Company which will allow for a more orderly market for the Common Shares when the Series 2 Preferred Shares are convertible.

---



## Forms of Special Resolutions

The Shareholders will be asked to pass the following special resolution:

**“RESOLVED**, as a special resolution of the holders of common shares of the Company and holders of Series 2 Convertible Preferred Shares of the Company, that:

1. The articles of the Company be altered such that the conversion date of the Series 2 Convertible Preferred Shares (the **“Series 2 Preferred Shares”**) of the Company referred to in Subsection 4(a) and Paragraph 4(c)(i) of Appendix “A” - Statement of Terms of Series 2 Convertible Preferred Shares, be altered such that each holder of a Series 2 Preferred Share shall be entitled to convert any whole number of Series 2 Preferred Shares into validly issued, fully paid and non-assessable common shares of the Company on any business day after the thirteen month anniversary of the Initial Issuance Date and prior to the two year anniversary of the Initial Issuance Date by replacing the words “seven month anniversary of the Initial Issuance Date” with “the thirteen month anniversary of the Initial Issuance Date” (the **“Alteration”**).
2. The board of directors of the Company is hereby authorized at any time in its absolute discretion, to determine whether or not to proceed with the foregoing without further approval, ratification or confirmation by the shareholders of the Company.
3. Any one director or officer of the Company (an **“Authorized Signatory”**) be and is hereby authorized and directed to execute and deliver and file all such notices, documents and instruments, and to do such further acts, as he or she in his or her discretion may deem necessary to effect the Alteration, including applying for prior consent of the Canadian Securities Exchange.
4. Any one Authorized Signatory, signing alone, is authorized to execute and deliver all such documents and instruments and to do such further acts, as may be necessary to give full effect to these resolutions, or as may be required to carry out the full intent and meaning thereof.”

Additionally, Series 2 Shareholders, voting as a separate class, will be asked to pass the following special separate resolution:

**“RESOLVED**, as a special resolution of the holders of Series 2 Convertible Preferred Shares of the Company, voting as a separate class, that:

1. The articles of the Company be altered such that the conversion date of the Series 2 Convertible Preferred Shares of the Company (the **“Series 2 Preferred Shares”**) referred to in Subsection 4(a) and Paragraph 4(c)(i) of Appendix “A” - Statement of Terms of Series 2 Convertible Preferred Shares, be altered such that each holder of a Series 2 Preferred Share shall be entitled to convert any whole number of Series 2 Preferred Shares into validly issued, fully paid and non-assessable common shares of the Company on any business day after the thirteen month anniversary of the Initial Issuance Date and prior to the two year anniversary of the Initial Issuance Date by replacing the words “seven month anniversary of the Initial Issuance Date” with “the thirteen month anniversary of the Initial Issuance Date” (the **“Alteration”**).
-

2. The board of directors of the Company is hereby authorized at any time in its absolute discretion, to determine whether or not to proceed with the foregoing without further approval, ratification or confirmation by the shareholders of the Company.
3. Any one director or officer of the Company (an “**Authorized Signatory**”) be and is hereby authorized and directed to execute and deliver and file all such notices, documents and instruments, and to do such further acts, as he or she in his or her discretion may deem necessary to effect the Alteration, including applying for prior consent of the Canadian Securities Exchange.
4. Any one Authorized Signatory, signing alone, is authorized to execute and deliver all such documents and instruments and to do such further acts, as may be necessary to give full effect to these resolutions, or as may be required to carry out the full intent and meaning thereof.”

The Board unanimously recommends that the shareholders vote in favor of the special resolutions. If named as proxy, the management designees of Company intend to vote the Shares represented by such applicable Proxies at the Meetings in favor of the approval of the special resolutions, unless otherwise directed in the accompanying forms of Proxies.

In order to be effected, the Alteration must be approved by:

- (1) two-thirds (2/3) of the votes cast by the Common Shareholders and Series 2 Shareholders present in person or represented by proxy at the Special Meeting, voting together; and
- (2) two-thirds (2/3) of the votes cast by the Series 2 Shareholders present in person or represented by proxy at the Class Meeting, voting as a separate class.

#### **AUDITORS**

On August 20, 2020, Manning Elliott, the former auditors of the Company, resigned at the request of the Board of Directors. The Board of Directors appointed Smythe as auditors of the Company effective August 20, 2020 to fill the vacancy created thereby. Copies of the Company’s Notice of Change of Auditor and each of the letters provided by Manning Elliott and Smythe in response (collectively, the “**Reporting Package**”) are attached as Appendix “A” to this Information Circular and have been filed on SEDAR. The Reporting Package has been reviewed and approved by the Board of Directors of the Company.

#### **OTHER MATTERS**

Management of the Company knows of no other matters to come before the Meetings other than those referred to in the Notice of Special Meeting and Notice of Class Meeting accompanying this Information Circular. However, if any other matters properly come before the Meetings, it is the intention of the persons named in the forms of Proxies accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at 810 - 789 West Pender Street, Vancouver, British Columbia V6C 1H2. Financial information is provided in the Company’s comparative annual financial statements and MD&A for its most recently completed financial year.

---

**APPENDIX “A”  
REPORTING PACKAGE**

[attach]

**RED WHITE & BLOOM BRANDS INC.**

Security Classes: **Common Shares**  
**Series 2 Convertible Preferred Shares**

**FORM OF PROXY**

**Special Meeting to be held on Monday, November 23, 2020**

**This form of Proxy is solicited by and on behalf of Management.**

**Notes to Proxy**

**Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the Special Meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**

If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this Proxy. If you are voting on behalf of a corporation or another individual you must sign this Proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this Proxy.

This Proxy should be signed in the exact manner as the name(s) appear(s) on the Proxy.

If this Proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

**If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**

This Proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Special Meeting or other matters that may properly come before the Special Meeting or any adjournment or postponement thereof.

This Proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 10:00 a.m., (Vancouver time), on Thursday, November 19, 2020, or in the case of any adjournment or postponement of the Special Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.

**VOTING METHODS****MAIL or HAND DELIVERY**

National Securities Administrators Ltd.  
 702 - 777 Hornby Street  
 Vancouver, BC V6Z 1S4

**FACSIMILE – 24 Hours a Day**

604-559-8908

**EMAIL**

[proxy@transferagent.ca](mailto:proxy@transferagent.ca)

**ONLINE**

As listed on Form of Proxy or Voter Information Card

If you vote by FAX, EMAIL or On-Line, DO NOT mail back this Proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail, fax or by email are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy.

---

**RED WHITE & BLOOM BRANDS INC.**

**Appointment of Proxyholder**

I/We, being holder(s) of RED WHITE & BLOOM BRANDS INC. hereby appoint: Brad Rogers, Chief Executive Officer and a Director, or, failing him, Johannes (Theo) van der Linde, Chief Financial Officer and a Director

**OR**

**Print the name of the person you are appointing if this person is someone other than the Management Nominee listed herein.**


as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Special Meeting of holders of **RED WHITE & BLOOM BRANDS INC.** to be held at **810 - 789 West Pender Street, Vancouver, British Columbia V6C 1H2** on Monday, November 23, 2020 at 10:00 a.m., (Vancouver time), and at any adjournment or postponement thereof.

**VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.**

- |  | <b>For</b>               | <b>Against</b>           |
|--|--------------------------|--------------------------|
| 1. To consider and, if thought fit, to approve, subject to regulatory approval, a special resolution authorizing the Company to alter the articles of the Company to change the conversion date of the Series 2 Preferred Shares such that each Series 2 Shareholder shall be entitled to convert any whole number of Series 2 Preferred Shares into validly issued, fully paid and non-assessable Shares on any business day after the thirteen month anniversary of the date upon which the Series 2 Preferred Shares were issued by the Company (the <b>"Initial Issuance Date"</b> ) and prior to the two year anniversary of the Initial Issuance Date; and | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To transact such further or other business as may properly come before the Special Meeting or any adjournment or adjournments thereof.  | <input type="checkbox"/> | <input type="checkbox"/> |

**Authorized Signature(s) – This section must be completed for your instructions to be executed.** Signature(s)

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Special Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

\_\_\_\_\_

\_\_\_\_\_  
**Name(s) & Signing Capacity(ies), if applicable**

**Print**

\_\_\_\_\_  
**Date (MM-DD-YY)**

**THIS PROXY MUST BE DATED**

**RED WHITE & BLOOM BRANDS INC.**Security Class: **Series 2 Convertible  
Preferred Shares****FORM OF SERIES 2 PROXY****Class Meeting to be held on Monday, November 23, 2020****This Series 2 Proxy is solicited by and on behalf of Management.****Notes to Proxy**

**Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the Class Meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**

If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this Series 2 Proxy. If you are voting on behalf of a corporation or another individual you must sign this Series 2 Proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this Series 2 Proxy.

This Series 2 Proxy should be signed in the exact manner as the name(s) appear(s) on the Series 2 Proxy.

If this Series 2 Proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

**If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**

This Series 2 Proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Class Meeting or other matters that may properly come before the Class Meeting or any adjournment or postponement thereof.

This Series 2 Proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 10:00 a.m., (Vancouver time), on Thursday, November 19, 2020, or in the case of any adjournment or postponement of the Class Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.

**VOTING METHODS****MAIL or HAND DELIVERY**

National Securities Administrators Ltd.  
702 - 777 Hornby Street  
Vancouver, BC V6Z 1S4

**FACSIMILE – 24 Hours a Day**

604-559-8908

**EMAIL**

[proxy@transferagent.ca](mailto:proxy@transferagent.ca)

**ONLINE**

As listed on Form of Series 2 Proxy or Voter Information Card

If you vote by FAX, EMAIL or On-Line, DO NOT mail back this Series 2 Proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail, fax or by email are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy.

---

**RED WHITE & BLOOM BRANDS INC.**

**Appointment of Proxyholder**

I/We, being holder(s) of RED WHITE & BLOOM BRANDS INC. hereby appoint: Brad Rogers, Chief Executive Officer and a Director, or, failing him, Johannes (Theo) van der Linde, Chief Financial Officer and a Director

**OR**

**Print the name of the person you are appointing if this person is someone other than the Management Nominee listed herein.**


as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Class Meeting of holders of **RED WHITE & BLOOM BRANDS INC.** to be held at **810 - 789 West Pender Street, Vancouver, British Columbia V6C 1H2** on Monday, November 23, 2020 at 10:00 a.m., (Vancouver time), and at any adjournment or postponement thereof.

**VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.**

- |  | <b>For</b>               | <b>Against</b>           |
|--|--------------------------|--------------------------|
| 1. To consider and, if thought fit, to approve, subject to regulatory approval, a special resolution authorizing the Company to alter the articles of the Company to change the conversion date of the Series 2 Preferred Shares such that each Series 2 Shareholder shall be entitled to convert any whole number of Series 2 Preferred Shares into validly issued, fully paid and non-assessable Shares on any business day after the thirteen month anniversary of the date upon which the Series 2 Preferred Shares were issued by the Company (the <b>"Initial Issuance Date"</b> ) and prior to the two year anniversary of the Initial Issuance Date; and | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To transact such further or other business as may properly come before the Class Meeting or any adjournment or adjournments thereof.  | <input type="checkbox"/> | <input type="checkbox"/> |

**Authorized Signature(s) – This section must be completed for your instructions to be executed.**

Signature(s)

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Class Meeting. If no voting instructions are indicated above, this Series 2 Proxy will be voted as recommended by Management.

\_\_\_\_\_

\_\_\_\_\_

**Print Name(s) & Signing Capacity(ies), if applicable**

\_\_\_\_\_

**Date (MM-DD-YY)**

**THIS SERIES 2 PROXY MUST BE DATED**

OFFICER'S CERTIFICATE  
UNDER SECTION 2.20 OF NATIONAL INSTRUMENT 54-101  
OF  
RED WHITE & BLOOM AND BRANDS INC  
NOTICE OF ABRIDGEMENT

To: The Alberta Securities Commission  
The British Columbia Securities Commission  
The Ontario Securities Commission  
Nova Scotia Securities Commission  
Manitoba Securities Commission  
Saskatchewan Financial and Consumer Affairs Authority  
New Brunswick Financial and Consumer Services Commission  
Superintendent of Securities, Prince Edward Island  
Securities Commission of Newfoundland and Labrador  
Canadian Securities Exchange

**Referral to the Meeting of the Shareholders of the Corporation (the "Meeting")**  
**November 23, 2020 (the "Meeting")**

I, Johannes (Theo) van der Linde, Chief Financial Officer of the Corporation, hereby report and certify for and on behalf of the Corporation as an officer of the Corporation, and not in my personal capacity, that, as of the date of this Certificate:

1. the Corporation has arranged to have proxy-related materials for the Meeting sent in compliance with National Instrument 54-101 (the "**Instrument**") to all beneficial owners of Common Shares and Series 2 Convertible Preferred Shares of the Corporation at least 21 days before the date fixed for the Meeting;
2. the Corporation has arranged to have carried out all of the requirements of the Instrument in addition to those described in paragraph (a) above; and
3. the Corporation is relying upon section 2.20 of the Instrument to abridge certain time periods specified in the Instrument applicable to the Meeting.

The terms "beneficial owner" and "proxy-related materials" as used in this Certificate shall have the respective meanings ascribed thereto in NI 54-101.

DATED the October 30, 2020.

RED WHITE & BLOOM BRANDS INC.

Per: *(signed: "Theo van der Linde")*

\_\_\_\_\_  
Name: Johannes (Theo) van der Linde  
Position: Chief Financial Officer