

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: April 30, 2021

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	News Release , Red White & Bloom Purchases Cultivation Pods for Florida; Immediately Shipping to Ready for Upcoming Deal Closing	April 6, 2021
99.2	News Release , Red White & Bloom Receives Florida department of Health, Office of Medical Marijuana Use Approval	April 8, 2021
99.3	Notice of Meeting	April 8, 2021
99.4	Material Change Report	April 9., 2021
99.5	News Release , Red White & Bloom Announces Special Meeting of Shareholders	April, 13, 2021
99.6	Media Advisory : Red White & Bloom Brands’ Chairman CEO Brad Rogers to Appear on FOX 5 New York	April, 14, 2021
99.7	News Release , Red White & Bloom Closes Acquisition of Florida Operations from Acreage Holdings	April, 28, 2021
99.8	Management Information Circular	April, 29, 2021
99.9	Form of Proxy	April, 29, 2021
99.10	Form of Proxy	April, 29, 2021
99.11	Notice of Abridgement	April, 29, 2021

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: August 4, 2021

Red White & Bloom Purchases Cultivation Pods for Florida; Immediately Shipping to Ready for Upcoming Deal Closing

- *30 turn-key grow pods will allow for over 14,000 feet of immediate canopy for cultivation of premium cannabis*
- *Existing indoor facility to provide infrastructure for modular pod deployment to support store openings*
- *Projected yield to exceed 7000 pounds of flower per year with a retail value in excess of US\$40 million annually¹*
- *Company anticipates closing of Florida acquisition this quarter*

TORONTO, Ontario April 6, 2021 --[Red White & Bloom Brands Inc. \(CSE: RWB\) \(OTC: RWBYF\)](#) ("RWB" or the "Company"), announced today plans to increase cultivation capacity upon closing of the previously [announced](#) ¹ definitive agreement to enter the Florida cannabis market.

RWB has secured 30 double wide fully enclosed cultivation pods that collectively provide approximately 19,000 square feet of operating space, with 14,400 square feet of canopy. Each unit is specifically designed and outfitted for premium cannabis cultivation.

These units, once online, shall be able to produce in excess of 7000lbs of flower annually, as well as thousands of pounds of trim with an estimated value in excess of US\$40 million annually².

The Company will be taking delivery of the units in Florida for deployment at the Sanderson Property, which forms part of the Florida acquisition agreement and includes the sale of the property in Sanderson, with over 15 acres of land and a 113,546 SF facility for cultivation and processing.

The pods will allow the Company to immediately operationalize additional cultivation capacity, as it drives to expedite the opening of additional medical marijuana dispensary locations and implements home delivery shortly after closing of the transaction. It is anticipated, as per the Company's previous press releases, that subject to regulatory approval, this transaction will close in Q2 2021.

Self-contained, technically advanced cultivation pods provide a unique opportunity for RWB to produce ultra-premium product for the Florida marketplace that is significantly differentiated to what is commonplace in the market today. The majority of Florida's medical cannabis market is supplied with mass produced flower with common strains.

RWB looks to satiate the State's demand for a more premium product utilizing a craft-grown discipline for cannabis flower and leveraging both the Platinum Vape and exclusively licensed High Times® brands.

1 <https://ir.redwhitebloom.com/news-events/press-releases/detail/73/red-white-bloom-acquires-florida-operations-from-acreage>

2 Based on \$45 per 1/8 ounce estimated sale price per: <https://fldispensaries.com/florida/dispensary/prices/>

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 Florida, Illinois, California, Michigan, Oklahoma and Arizona 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

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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

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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

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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.

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Red White & Bloom Receives Florida Department of Health, Office of Medical Marijuana Use Approval

TORONTO, April 8, 2021, [Red White & Bloom Brands Inc. \(CSE: RWB and OTC: RWBYF\)](#) (“**RWB**” or the “**Company**”) is pleased to announce that the Florida Department of Health, Office of Medical Marijuana Use has approved the previously [announced](#)¹ transaction to acquire Acreage Florida.

Recent reports state Florida has one of the most robust medical markets in the US with cannabis revenue of over US\$1.2 billion in 2020. Florida is a limited license state with 22 licensed operators.

Having cleared this milestone, the Company is continuing to work towards closing, which remains subject to a number of closing conditions that are customary with a transaction of this nature, including regulatory approvals and approval of the CSE.

¹ <https://ir.redwhitebloom.com/news-events/press-releases/detail/73/red-white-bloom-acquires-florida-operations-from-acreage>

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Red White & Bloom Brands Inc.

Via SEDAR

April 8, 2021

TO ALL REGULATORS AND EXCHANGES

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

We advise the following with respect to the Issuer's upcoming Meeting of Security Holders:

1	Meeting Type	Special
2	Record Date for Notice of Meeting	April 15, 2021
3	Record Date for Voting (If Applicable)	April 15, 2021
4	Beneficial Ownership Determination Date	April 15, 2021
5	Meeting Date	May 20, 2021
6	Meeting Location	789 West Pender Street, Suite 810 Vancouver, BC V6C 1H2
7	Voting Securities Details	
8	Description (Class)	Common, Preferred I, and Preferred II
9	ISIN / CUSIP	CA75704R1010 / 75704R101 CA75704R2000 / 75704R200
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 & decliners)

Regards,

"Theo van der Linde"

Theo Van der Linde, 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")
810 - 789 West Pender Street
Vancouver, B.C. V6C 1H2

Item 2 Date of Material Change

March 31, 2021

Item 3 News Release

The new release was 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 March 31, 2021, the Company announced that it closed a debt settlement and issued 237,500 common shares at a deemed value of \$1.44 per common share to settle \$342,000 in debt.

The Company also issued 174,500 restricted share units to two consultants that vest immediately, each restricted share unit was issued at a price of \$1.44 per restricted share unit.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release for a full description of the Material Change.

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

April 9, 2021.

Red White & Bloom Announces Special Meeting of Shareholders

TORONTO, April 13, 2021 (GLOBE NEWSWIRE) --[Red White & Bloom Brands Inc.](#) (CSE: [RWB](#) and OTCQX: [RWBYF](#)) ("**RWB**" or the "**Company**") advises that it will be holding a special meeting on May 20, 2021, for the holders of common shares and Series 2 convertible preferred shares and a class meeting of the holders of the Series 2 convertible preferred shares (the "**Special Meeting**"). All common shareholders and Series 2 convertible preferred shareholders as of April 15, 2021, will be entitled to vote at the Special Meeting.

At the Special Meeting, common and Series 2 convertible preferred shareholders will be asked to approve a special resolution authorizing the Company to alter the articles of the Company that will in effect change the conversion date of the Series 2 convertible preferred shares such that each Series 2 shareholder shall be entitled to convert any whole number of Series 2 convertible preferred shares into validly issued, fully paid and non-assessable common shares on any business day after the eighteenth month anniversary, being October 24th, 2021, of the date upon which the Series 2 convertible preferred shares were issued by the Company (the "**Alteration**").

In order for the resolution to pass, the Company will require approval from two-thirds (2/3) of the votes cast by the common shareholders and the Series 2 shareholders present in person or represented by proxy at the Special Meeting.

After careful consideration from the advice of its professional advisors, the board of directors believes that the holders of common shares and the holders of the Series 2 convertible preferred shares and the Company as a whole will benefit from the Alteration as it will allow the Company more time to build investor awareness in the Company, which in turn should allow for a more orderly market for the common shares when the Series 2 convertible preferred shares are convertible.

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Media Advisory: Red White & Bloom Brands' Chairman & CEO Brad Rogers to Appear on FOX 5 New York

TORONTO, Ontario April 14, 2021 --[Red White & Bloom Brands Inc.](#) (CSE: RWB) (OTC: RWBYF) ("RWB" or the "Company"), is proud to announce that Brad Rogers, the Company's CEO and Chairman will be appearing on [FOX 5 New York](#) on a television segment entitled **NY Street Soldiers – The Business of Legal Marijuana** hosted by Lisa Evers on Friday, April 16th, 2021 at 10:31PM eastern time.

NY Street Soldiers – The Business of Legal Marijuana will also re-air on Sunday, April 18th, 2021, in addition to streaming live on the FOX5NY and HOT 97 apps. Following the initial broadcast, the segment will be available on FOX SOUL, FOX5NY, YouTube, [LisaEvers.com](#), iTunes, SoundCloud and Spotify.

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Red White & Bloom Closes Acquisition of Florida Operations from Acreage Holdings

TORONTO, April 28, 2021 (GLOBE NEWSWIRE) -- [Red White & Bloom Brands Inc. \(CSE: RWB and OTC: RWBYF\)](#) (“**RWB**” or the “**Company**”) is pleased to announce that, further to its press release of February 25, 2021, its new subsidiary, RWB Florida LLC, has completed the acquisition of all of the issued and outstanding shares of Acreage Florida, Inc. (“**Acreage Florida**”) from High Street Capital Partners, LLC (the “**Seller**”), a subsidiary of Acreage Holdings Inc. (“**Acreage**”) (CSE: ACRG.A.I; ACRG.B.U) (OTCQX: ACRDF, ACRHF). RWB also completed the acquisition of certain owned and leased real estate assets used in Acreage Florida’s operations (the “**Florida Real Estate**”).

RWB Florida is licensed to operate medical marijuana dispensaries, a processing facility, and a cultivation facility in the state of Florida. The deal also includes the sale of property in Sanderson, Florida that includes over 15 acres of land and approximately 114,000 SF facility for cultivation and a 4,000 SF freestanding administrative office building. In addition, RWB Florida has 8 leased stores in prime locations throughout the state.

“The Florida cannabis market is poised for tremendous growth and is forecasted to be a top 5 State by the year 2025” said Brad Rogers, CEO of Red White & Bloom. “With approximately 450,000 medical cannabis patients currently registered in Florida, we see this as an amazing growth opportunity for the company. Combine this with a population of 20M and we are delighted this deal has been finalized and look forward to delivering the highest quality medical products to the market.”

Jim Frasier, formerly of Acreage, has been appointed the position of Florida General Manager for Red White & Bloom. “Our employees are impressed with Red White & Bloom’s commitment to the local communities as they expand their ESG program around the environment, jobs, social justice and governance. We are excited to play a major role in the benefits cannabis can bring to the state of Florida.”

Deal Terms:

RWB, RWB Florida and Seller entered into a definitive Stock Purchase Agreement on February 21, 2021, as amended on April 27, 2021, to acquire Acreage Florida and the Florida Real Estate from Seller for an aggregate purchase price of US \$60,000,000 in cash, stock and other considerations including:

- an up-front cash payment of US \$5,000,000 previously paid on execution of the Stock Purchase Agreement;
 - a cash payment of approximately US \$16,500,000 made on closing (the “**Cash Purchase Price**”);
-

- US \$7,000,000 in common shares of RWB (“**RWB Shares**”), amounting to 5,950,971 RWB Shares based on a Volume weighted average price of RWB’s Shares on the CSE for the 5 trading days prior to closing, subject to a 12 month lock-up agreement dated April 27, 2021 between Seller and RWB (the “**Lock-Up Agreement**”) pursuant to which 1/6 of the RWB Shares will be released to the Seller each month commencing the 6th month after the entering into of the Lock-Up Agreement, or immediately upon a change of control transaction;
- US \$28,000,000 in vendor take back promissory notes (comprised of a US \$10,000,000 7 month note bearing interest at 8% per annum, a US \$18,000,000 13 month note bearing interest at 8% per annum and an approximate US \$3,500,000 5 Business Day Note bearing interest at 1% per annum) (collectively, the “**Promissory Notes**”);
- The Promissory Notes are secured by a pledge agreement between RWB Florida and Seller pursuant to which the shares of Acreage Florida were pledged to Seller and the Promissory Notes are guaranteed by the Company; and
- The parties entered into a transition services agreement dated April 27, 2021 (the “**TSA**”) whereby Seller agreed to provide certain transition services to RWB with respect to continued operations of Acreage Florida by RWB until September 1, 2021 including certain financial reporting and general accounting support, the use of the “Botanist” Brand until such time as RWB receives regulatory clearance in respect of the “High Times” brand or other alternative brand in Florida as well as certain HR and IT support.

To assist in the funding of the transaction:

- a. RWB closed on an aggregate principal amount of US \$11,000,000 unsecured debentures (the “**Debentures**”) on April 21, 2021 from arm’s length investors (the “**Debenture Purchasers**”). The Debentures bear interest at the rate of 12% per annum and mature 150 days from the date of issuance. In consideration of the purchase of the Debentures by the Debenture Purchasers, RWB issued the Debenture Purchasers an aggregate of 900,000 RWB Shares at a price of \$1.184 per Origination Share; and
 - b. RWB and RWB Florida entered into a binding expression of intent (the “**Binding Term Sheet**”) with four (4) arm’s-length investors (the “**Term Sheet Investors**”) pursuant to which the Term Sheet Investors would invest US \$8,000,000 to purchase:
 - i. an aggregate amount of US \$3,000,000 of equity RWB Florida (representing approximately 3.75% of the equity of RWB Florida) (the “**Term Sheet Equity**”) subject to the right of RWB to repurchase this equity from the Term Sheet Investors for the amount equal to the EBITDA of RWB Florida with a multiple of 8x; and
-

- ii. purchase an aggregate principal amount of US \$5,000,000 unsecured convertible debentures of RWB (the “**Term Sheet Debentures**”). The principal of Term Sheet Debentures plus interest in the amount of 24.0% (8% per annum) will be due and payable on the 3rd anniversary of the Term Sheet Debentures; provided that the Term Sheet Investors may convert their Term Sheet Debentures into RWB Shares at a conversion price equal to US \$2.75 per RWB Share; provided, further, if the RWB Shares are valued at US \$6.00 per RWB Share, RWB may force conversion. RWB will have the option to repay the Term Sheet Debentures after one year along with 8% annual interest.
- iii. To date, a total of US \$5.5M towards the purchase of Term Sheet Equity and Term Sheet Debentures has been funded and used by RWB towards the Cash Purchase Price. The Term Sheet Investors, RWB Florida and RWB will enter into certain definitive agreements in respect of their investments in the coming days.

A finder’s fee is payable on the transaction.

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, Arizona 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

Visit us on the web: 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. There is no assurance that these transactions will yield

results in line with management expectations. 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, market size, 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; risks related to regulatory approvals. 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 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 Thursday, May 20, 2021
at
810 - 789 West Pender Street
Vancouver, British Columbia V6C 1H2**

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

April 15, 2021

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

MNP LLP
Suite 300, 111 Richmond Street West
Toronto, ON M5H 2G4

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 Thursday, May 20, 2021 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 eighteen 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 15th day of April, 2021.

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 Thursday, May 10, 2021 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 eighteen 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 April 15, 2021 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 15th day of April, 2021.

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 April 15, 2021 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 THURSDAY, MAY 20, 2021 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 MEETINGS 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 April 15, 2021, 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 April 15, 2021, there were 205,870,345 Shares issued and outstanding, 3,181,250 Series 1 Shares issued and outstanding and 114,785,559 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 April 15, 2021 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.

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 thirteen 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 114,785,889 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., 3,720,340 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 eighteen 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 eighteen month anniversary of the Initial Issuance Date and prior to the two year anniversary of the Initial Issuance Date by replacing the words “thirteen month anniversary of the Initial Issuance Date” with “the eighteen 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 eighteen month anniversary of the Initial Issuance Date and prior to the two year anniversary of the Initial Issuance Date by replacing the words “thirteen month anniversary of the Initial Issuance Date” with “the eighteen 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 December 18, 2020, Smythe LLP, Chartered Professional Accountants (“**Smythe**”), the former auditors of the Company, resigned at the request of the Board of Directors. The Board of Directors appointed MNP LLP (“**MNP**”) as auditors of the Company effective December 18, 2020 to fill the vacancy created thereby. Copies of the Company’s Notice of Change of Auditor and each of the letters provided by Smythe and MNP 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. 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.

810 – 789 West Pender Street

Vancouver BC V6H 1C2

Tel: 604.687-2038

December 18, 2020

VIA SEDAR

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Prince Edward Island Securities Office
Government of Newfoundland and Labrador Financial Services Regulation Division
Nova Scotia Securities Commission

Attention: Filings

Dear Sir or Madam:

Re: Red White & Bloom Brands Inc. (the "Company")
Change of Auditor

In accordance with National Instrument 51-102, attached please find a copy of the reporting package (the "Reporting Package") which consists of:

- (a) Change of Auditor Notice;
- (b) Letter from Former Auditor; and
- (c) Letter from Successor Auditor.

The Audit Committee and the Board of Directors have reviewed and approved the Reporting Package.

The Reporting Package will be mailed out along with the Company's next annual general meeting materials.

Should you require further information, please do not hesitate to contact the undersigned.

Yours sincerely,

RED WHITE & BLOOM BRANDS INC.

"Johannes van der Linde"

Per: Johannes van der Linde
Director & CFO

Encls.

cc: The CSE

December 18, 2020

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Prince Edward Island Securities Office
Government of Newfoundland and Labrador Financial Services Regulation Division
Nova Scotia Securities Commission

Dear Sirs:

Re: Red White & Bloom Brands Inc. (the "Company")
Change of Auditor

We are writing in accordance with Section 4.11(5)(a) of National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"). We wish to confirm that we have read the Notice of Change of Auditor of the Company dated 18th of December, 2020 and that based on our current knowledge we are in agreement with the information contained in such Notice.

Yours very truly,

Smythe LLP

Chartered Professional Accountants



December 18, 2020

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Prince Edward Island Securities Office
Government of Newfoundland and Labrador Financial Services Regulation Division
Nova Scotia Securities Commission

Dear Sirs:

Re: Red White & Bloom Brands Inc. - Notice of Change of Auditors

As required by National Instrument 51-102, we confirm that we have reviewed the information contained in the Notice of Change of Auditors ("the Notice") issued on December 18, 2020 by Red White & Bloom Brands Inc. ("the Corporation").

Based on our knowledge of such information at this time, we agree with the information contained in the Notice, other than statements relating to the former auditor with which we have no basis to agree or disagree.

Yours very truly,

MNP LLP

Chartered Professional Accountants
Licensed Public Accountants

cc: The Board of Directors, Red White & Bloom Brands Inc.



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Best Employer
JANUARY 2021

ACCOUNTING > CONSULTING > TAX
SUITE 300, 111 RICHMOND STREET W, TORONTO ON, M5H 2G4
1.877.251.2922 T: 416.596.1711 F: 416.596.7894 MNP.ca

RED WHITE & BLOOM BRANDS INC.

Security Classes: **Common Shares**

Series 2 Convertible Preferred Shares

FORM OF PROXY

Special Meeting to be held on Thursday, May 20, 2021

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 Tuesday, May 18, 2021, 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

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 Thursday, May 20, 2021 at 10:00 a.m., (Vancouver time), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

- | | For | Against |
|---|--------------------------|--------------------------|
| 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 eighteen 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 | <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.

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

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 Thursday, May 20, 2021

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 Tuesday, May 18, 2021, 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

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 Thursday, May 20, 2021 at 10:00 a.m., (Vancouver time), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

- | | For | Against |
|---|--------------------------|--------------------------|
| 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 eighteen 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 | <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

RE: Special Meeting of the Shareholders and Class Meeting of Holders of Series 2 Convertible Preferred Shares of Red White & Bloom Brands Inc. (the "Corporation") to be held on May 20, 2021 (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 also carried out all of the requirements of the Instrument in addition to the Corporation's obligations as set out above; and~~

~~3. the Corporation is applying to the Meeting of the Instrument to abridge certain time periods specified in the Instrument.~~

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 April 20, 2021.

RED WHITE & BLOOM BRANDS INC.

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

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