
NOTICE OF POSTPONED SPECIAL MEETING OF SHAREHOLDERS**TO: THE REGISTERED HOLDERS OF COMMON SHARES OF EHAVE, INC.**

TAKE NOTICE that the special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Ehave, Inc. (the “**Corporation**”) originally announced to be held on Monday, April 29th, 2019, has been postponed to Monday, May 6th, 2019 at 11:00 AM (Toronto time). The Meeting will be held at the offices of Garfinkle Biderman LLP, Dynamic Funds Tower, Suite 801, 1 Adelaide Street East, Toronto, Ontario M5C 2V9. The Meeting is to be held for the following purposes:

1. to set the number of directors of the Corporation at three (3) persons;
2. to consider and, if thought advisable, with or without variation, to elect each of Binyomin Posen, Zeke Kaplan, and Prateek Dwivedi as directors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is duly elected or appointed, all as the case may be, unless the office is earlier vacated in accordance with the constating documents of the Corporation or the provisions of the *Business Corporations Act* (Ontario) (the “**OBCA**”);
3. to consider and, if thought advisable, to pass, with or without variation, a special resolution of the Shareholders (the “**Consolidation Resolution**”), the full text of which is set forth in the notice of the Meeting dated April 16, 2019 (the “**Notice**”) which was previously delivered to Shareholders, authorizing the amendment of the Corporation’s articles to consolidate the issued and outstanding common shares (“**Shares**”) of the Corporation, in up to three consecutive share consolidations to occur at any time as determined by the board of directors of the Corporation (the “**Board**”), within one calendar year of the date of the Meeting, provided that the first consolidation, the second consolidation, and the third consolidation (collectively, the “**Consolidation**”) shall collectively effect a consolidation on a basis of between (i) two pre-consolidation Shares (“**Pre-Consolidation Shares**”) to one post-consolidation Share (“**Post-Consolidation Share**”), and (ii) 200 Pre-Consolidation Shares to one Post-Consolidation Share;
4. to consider and, if thought advisable, to pass, with or without variation, a special resolution of the Shareholders, the full text of which is set forth in the Notice (the “**Asset Sale Resolution**”), to approve the sale of all or substantially all of the property of the Corporation (the “**Asset Sale**”), in accordance with the applicable provisions of the OBCA and with the asset purchase agreement entered among the Corporation and ZYUS Life Sciences Inc. (“**ZYUS**”) dated March 22, 2019 (the “**Asset Purchase Agreement**”); and
5. to transact such further and other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting and the specific details regarding the items discussed above are described in further detail in the Notice which was previously delivered to Shareholders and may be obtained upon request from the Corporation’s solicitors, Garfinkle Biderman LLP, c/o Grant Duthie, at Dynamic Funds Tower, Suite 801, 1 Adelaide Street East, Toronto, Ontario M5C 2V9 or by e-mail to gduthie@garfinke.com.

Record Date for Notice and Voting. In accordance with section 95(3) of the OBCA, the Board has not fixed a record date, and therefore the close of business on the day immediately preceding the date of the Notice is the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting, and any adjournment or postponement thereof.

Proxies. A Shareholder who is unable to attend the Meeting in person is entitled to appoint a proxy holder, or one or more alternate proxy holders, who need not be Shareholders, to attend and act as their representative at the Meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A form of proxy was enclosed with the Notice which was previously delivered to Shareholders and may be obtained upon request from the Corporation's solicitors, Garfinkle Biderman LLP, c/o Grant Duthie, at Dynamic Funds Tower, Suite 801, 1 Adelaide Street East, Toronto, Ontario M5C 2V9 or by e-mail to gduthie@garfinke.com. Any such proxy appointment shall be made in writing, executed by the Shareholder and shall comply with the requirements of the OBCA. A Shareholder wishing to appoint a proxy holder is required to deposit a valid and legal form of proxy with the Corporation's solicitors, Garfinkle Biderman LLP, c/o Grant Duthie, at Dynamic Funds Tower, Suite 801, 1 Adelaide Street East, Toronto, Ontario M5C 2V9 or by e-mail to gduthie@garfinke.com not later than 48 hours before the time of the holding of the Meeting or any adjourned or postponed Meeting, or delivered to the Chairman on the day of the Meeting or any adjournment or postponement thereof.

Dissent Rights. Pursuant to Section 185 of the OBCA, Shareholders are entitled to exercise rights of dissent in respect of the Asset Sale Resolution and to be paid fair value for their Shares. Shareholders wishing to dissent with respect to the Asset Sale Resolution must send a written objection to the Corporation, addressed to the Chief Executive Officer of the Corporation, sent to Dynamic Funds Tower, Suite 801, 1 Adelaide Street East, Toronto, Ontario M5C 2V9, at or prior to the time of the Meeting in order to be effective. Failure to strictly comply with the requirements set forth in Section 185 of the OBCA may result in the loss of any right of dissent. The rights of dissent are described in detail in the Notice.

Persons who are beneficial owners of Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered shareholders are entitled to dissent. Accordingly, a beneficial owner of shares of the Corporation desiring to exercise this right must make arrangements for the Shares beneficially owned by such person to be registered in his, her or its name prior to the time the written objection to the Asset Sale Resolution to approve the Asset Sale is required to be received by the Corporation or, alternatively, make arrangements for the registered holder of his, her or its shares to dissent on his, her or its behalf.

DATED at Toronto, Ontario, April 23, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Prateek Dwivedi"

Prateek Dwivedi
Chief Executive Officer