

APHRIA INC.

NOTICE OF ANNUAL AND SPECIAL SHAREHOLDER MEETING

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of shareholders of Aphria Inc. (the “**Aphria**” or the “**Company**”) will be held on Friday, October 27, 2016 at 10:00 a.m. (Eastern Daylight Time) at the office of Stikeman Elliott, 5300 Commerce Court West, 199 Bay Street, Toronto, Ontario M5L 1B9 for the following purposes:

1. to receive the annual audited financial statements of the Company for the financial year ended May 31, 2016, together with the report of the auditor thereon;
2. to elect directors of the Company to hold office until the close of the next annual meeting of the shareholders of the Company or until their successors shall be elected or appointed;
3. to appoint the auditor of the Company, to hold office until the close of the next annual meeting of the shareholders of the Company or until a successor is appointed, and to authorize the directors of the Company to fix the remuneration of the auditor;
4. to re-approve the stock option plan for the Company;
5. to approve the deferred share unit plan for the Company; and
6. considering other business that may properly come before the Meeting or any adjournment thereof.

The record date for determining the shareholders entitled to receive notice of and vote at the Meeting is the close of business (5:00 p.m. (Toronto time)) on September 16, 2016 (the “**Record Date**”). Only shareholders whose names have been entered in the register of Aphria shareholders as of close of business on the Record Date are entitled to receive notice of and vote at the Meeting.

Registered shareholders may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting, or any adjournment or postponement thereof, in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the form of proxy must be received by Aphria’s transfer agent Computershare Trust Company of Canada at its offices at 100 University Avenue, 8th Floor, North Tower, Toronto, ON, M5J 2Y1 (according to the instructions on the proxy), not less than forty-eight (48) hours (other than a Saturday, Sunday or holiday) immediately preceding the date of the Meeting (as it may be adjourned or postponed from time to time).

If you are a nonregistered holder of common shares and have received these materials through your broker or through another intermediary, please follow the instructions set out in the voting instruction form or other instructions received from the financial intermediary to ensure that your common shares will be voted at the Meeting.

Dated this 16th day of September, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

“Vic Neufeld”

Vic Neufeld

Chief Executive Officer and Chair of the Board of Directors