

Security Class

Holder Account Number

Fold

Form of Proxy - Special Meeting to be held on December 28, 2018

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. 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 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).
2. 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.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 am, Eastern Time, on December 24, 2018.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.

If you vote by telephone or the Internet, 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 or by Internet 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. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We, being holder(s) of The Flowr Corporation hereby appoint:
Alexander Dann, Chief Financial Officer of the Corporation,

OR

Print the name of the person you are
appointing if this person is someone
other than the Management
Nominees 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 shareholders of The Flowr Corporation to be held at the offices of Fasken Martineau DuMoulin LLP, 333 Bay Street, Suite 2400, Bay Adelaide Centre, Toronto, Ontario M5H 2T6, on Friday, December 28, 2018 at 10:00 am (Toronto time) and at any adjournment or postponement thereof.

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

	For	Against
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1. Number of Directors

To consider and, if thought fit, pass a special resolution, approving the increase of the Board from six (6) to nine (9) for the Corporation, as more particularly described in the attached Circular (the full text of the proposed special resolution is attached to the Circular as Appendix "I").

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2. Election of Directors

For Withhold

For Withhold

For Withhold

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01. Steve Klein

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02. Thomas Flow

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03. Vinay Tolia

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04. Dr. Lyle Oberg

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05. David Miller

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06. Rishi Shah

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07. Karen Basian

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08. Dr. J. André de Barros
Teixeira

☐	☐
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09. Maurice Levesque

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	For	Against
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3. Stock Option Plan

To consider and pass an ordinary resolution to approve the Corporation's stock option plan, as amended (the "SOP"), as more particularly described in the attached Circular (the full text of the SOP and the proposed ordinary resolution are attached to the Circular as Appendix "A" and Appendix "B", respectively).

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4. Long Term Incentive Plan

To consider and pass an ordinary resolution to approve the Corporation's long term incentive plan (the "LTIP"), as more particularly described in the attached Circular (the full text of the LTIP and the proposed ordinary resolution are attached to the Circular as Appendix "C" and Appendix "D", respectively).

For	Against
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5. Adoption of By-law No. 1

To consider and, if thought fit, pass, with or without variation, an ordinary resolution approving and ratifying the adoption of the new by-law number one of the Corporation ("By-law No. 1"), as more particularly described in the attached Circular (the full text of the new By-law No. 1 and the proposed ordinary resolution are attached to the Circular as Appendix "E" and Appendix "F", respectively), which new By-law No. 1 will replace the previous By-law No. One of the Corporation.

For	Against
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6. Adoption of By-law No. 2

To consider and, if thought fit, pass, with or without variation, an ordinary resolution approving and ratifying the adoption of by-law number two of the Corporation ("By-law No. 2") relating to advance notice of nominations of Directors, as more particularly described in the attached Circular (the full text of By-law No. 2 and the proposed ordinary resolution are attached to the Circular as Appendix "G" and Appendix "H", respectively).

For	Against
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Authorized Signature(s) - This section must be completed for your instructions to be executed.

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 Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY



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