

# **NORTHBUD** North Bud Farms Inc.

## Form of Proxy – Annual and Special Meeting to be held on Monday, February 3rd, 2020



Victoria Tower  
1717, 25 Adelaide St E  
Toronto, ON M5C 3A1

### Appointment of Proxyholder

I/We being the undersigned holder(s) of North Bud Farms Inc. hereby appoint **Ryan Brown** or failing this person, **Sean Homuth**

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 holder 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 Annual and Special Meeting of North Bud Farms to be held at **Ottawa offices of McMillan LLP, World Exchange Plaza, 45 O'Connor St. #2000, Ottawa, Ontario, Canada K1P 1A4 on Monday, February 3, 2020, at 1:00 p.m. (Ottawa Time)** or at any adjournment thereof.

1. Election of Directors.	For	Withhold	For	Withhold	For	Withhold		
A. André Audet	<input type="checkbox"/>	<input type="checkbox"/>	B. Ryan Brown	<input type="checkbox"/>	<input type="checkbox"/>	C. Michael Saxon	<input type="checkbox"/>	<input type="checkbox"/>
D. Teresa DeLuca	<input type="checkbox"/>	<input type="checkbox"/>	E. Leona Aglukkaq	<input type="checkbox"/>	<input type="checkbox"/>	F. Jennifer Ross-Carriere	<input type="checkbox"/>	<input type="checkbox"/>
G. Lisa Mayhew	<input type="checkbox"/>	<input type="checkbox"/>						

2. <b>Appointment of Auditors.</b> To appoint the Auditors of the Corporation for the ensuing year and authorize the Directors to fix their remuneration.	For <input type="checkbox"/>	Withhold <input type="checkbox"/>
3. <b>Stock Option.</b> To consider and, if thought appropriate, to approve and adopt the Omnibus Equity Compensation Plan to replace the existing 10% "rolling" stock option plan.	For <input type="checkbox"/>	Against <input type="checkbox"/>
4. <b>Name Change.</b> To consider and, if thought appropriate, through special resolution, to approve the name change of the Corporation to be implemented in the sole direction of the board of directors of the Corporation.	For <input type="checkbox"/>	Against <input type="checkbox"/>

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

Signature(s):

Date

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.**

/ /  
**MM / DD / YY**

**Interim Financial Statements** – Check the box to the right if you would like to **RECEIVE** Interim Financial Statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

**Annual Financial Statements** – Check the box to the right if you would like to **DECLINE** to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

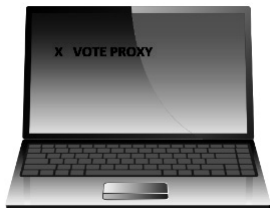
**This form of proxy is solicited by and on behalf of Management.**

**Proxies must be received by 1:00 pm, Eastern Standard Time Zone, on January 30<sup>th</sup>, 2020.**

**Notes to Proxy**

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the **Annual and Special** Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears 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 or withheld from voting, 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 to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

**INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:**



**To Vote Your Proxy Online please visit:**

<http://odysseytrust.com/Transfer-Agent/Login> and click

**VOTE**

on **CONTROL NUMBER** printed with your address to the right. If you vote by Internet, **do not mail** this proxy.

**To request the receipt of future documents via email and/or to sign up for Securityholder Online services,**

**you may contact Odyssey Trust Company at [www.odysseycontact.com](http://www.odysseycontact.com).**

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. A return envelope has been enclosed for voting by mail.