

## Form of Proxy – Annual & Special Meeting to be held on April 30, 2020

### Appointment of Proxyholder

I/We being the undersigned holder(s) of Cannabis Growth Opportunity Corporation hereby appoint **Sean Conacher** or failing this person, **Cameron Wickham**.

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 & Special Meeting of Cannabis Growth Opportunity Corporation to be held at 1751 Wentworth Street, Unit 16, Whitby, Ontario, Canada, L1N 8V5 on Thursday, April 30, 2020 at 10:00 a.m. (Eastern time) or at any adjournment thereof.

<b>1. Appointment of Auditors</b> To re-appoint MNP LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix its remuneration						<b>For</b> <input type="checkbox"/>	<b>Withhold</b> <input type="checkbox"/>
<b>2. Election of Directors</b>	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>	<b>For</b>	<b>Withhold</b>
<b>a. Sean Conacher</b>	<input type="checkbox"/>	<input type="checkbox"/>	<b>b. Paul Andersen</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>d. Gary Yeoman</b>	<input type="checkbox"/>	<input type="checkbox"/>	<b>e. Graham Simmonds</b>	<input type="checkbox"/>	<input type="checkbox"/>	<b>c. Nick J Richards</b>	<input type="checkbox"/>
<b>3. Approval of General By-Law Amendments</b> To amend the Corporation's By-Law No.1 to update the Corporation's investment objectives, to add advanced notice provisions with regards to the election of directors and other housekeeping amendments						<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>
<b>4. Approval of Public/Private Restriction Amendment</b> To amend the Corporation's By-Law No.1 to remove the investment restriction prohibiting the Corporation from investing more than 40% of its total assets in securities of private issuers						<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>
<b>5. Approval of Concentration Restriction Amendment</b> To amend the Corporation's By-Law No.1 to remove the investment restriction prohibiting the Corporation from investing more than 10% of its total assets in securities of any single issuer						<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>
<b>6. Approval of Leverage Restriction Amendment</b> To amend the Corporation's By-Law No.1 to remove the investment restriction prohibiting the Corporation from borrowing money or employing any other forms of leverage greater than 25% of the value of the Corporation's public portfolio						<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>
<b>7. Approval of Director Resolution</b> To amend the Corporation's articles of incorporation to reduce the maximum number of directors of the Corporation from ten (10) to six (6)						<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>
<b>8. Approval of Name Change Resolution</b> To amend the Corporation's articles of incorporation to change the name of the Corporation as the board of directors may determine, in its sole discretion						<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>

### 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 of the Corporation.**

Signature(s):

Date

/ /  
**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.

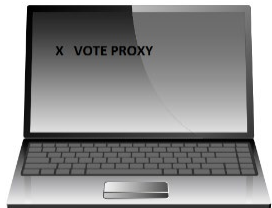
**This form of proxy is solicited by and on behalf of management of the Corporation.**

**Proxies must be received by 10:00am, Eastern Time, on April 28, 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 & 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 the Corporation 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 of the Corporation.
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 of the Corporation.

**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

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

Shareholder Address and Control Number Here

**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 <https://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.