

CARDINAL CAPITAL PARTNERS INC.
(the "Corporation")

FORM OF PROXY ("PROXY")

Annual and Special Meeting
January 6, 2021 at 10:00 a.m. EST

Virtual Meeting: <http://www.agmconnect.com/cardinal2021>
(the "Meeting")

RECORD DATE: November 30, 2020
CONTROL NUMBER:
SEQUENCE #:
FILING DEADLINE FOR VIF: January 4, 2021 at 10:00 a.m. EST

VOTING METHOD	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	416-595-9593
MAIL	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Chris Carmichael**, whom failing **Ryan Roebuck** (the "Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. Number of Directors **FOR** **AGAINST**

To set the number of directors at four (4).

2. Election of Directors **FOR** **WITHHOLD**

a) Ryan Roebuck

b) Chris Carmichael

c) Steve Low

d) Blanchart Arun

3. Re-appointment of Auditor **FOR** **WITHHOLD**

To re-appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the auditors' remuneration, as more fully described in the management information circular.

4. Approval of Special Resolution Authorizing the Board to Fix the Number of Directors **FOR** **AGAINST**

To consider, and if deemed advisable, to pass with or without variation, a special resolution to authorize the board of directors of the Corporation to set the number of directors from time to time within the minimum and maximum number of directors set forth in the articles of the Corporation, in accordance with Subsection 125(3) of the Business Corporations Act (Ontario), as more particularly described in the accompanying Information Circular.

5. Consolidation of Common Shares **FOR** **AGAINST**

To consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the consolidation of the issued and outstanding common shares in the capital of the Corporation on a basis of one (1) post-consolidation common share for every 19.24 pre-consolidation common shares, as more fully described in the Information Circular.

6. MindHealth Amalgamation **FOR** **AGAINST**

To consider and, if thought fit, to pass, with or without variation, an ordinary resolution (the "MindHealth Transaction Resolution") to approve the reverse take-over of the Corporation by three-cornered amalgamation (the "Amalgamation") pursuant to a business combination agreement dated September 11, 2020, among the Corporation, 1264216 B.C. Ltd. ("Cardinal Subco") and MindHealth (the "Definitive Agreement"), upon the completion of which the business of the Corporation will become the business of MindHealth (the "MindHealth Transaction"). Pursuant to the Definitive Agreement, MindHealth and Cardinal Subco will effect the Amalgamation whereby Cardinal Subco will amalgamate with MindHealth under the laws of British Columbia to form an amalgamated entity ("Amalco") and, among other things, each MindHealth shareholder will receive 1.0649 post-consolidation common share of the Corporation in exchange for each MindHealth Share (as defined in the Information Circular) held by such holder, all as more fully set forth in the accompanying Information Circular.

7. Approval of Name Change **FOR** **AGAINST**

To consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the change of the name of the Corporation to "Psyence Group Inc." or such other name as selected by the board of directors of the Corporation.

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s) Date (MM/DD/YYYY)

Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled “*Please print appointee name*”, the name of the person to be appointed, who need not be a security holder of the Corporation.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Corporation.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by TSX Trust Company* before the **Filing Deadline for Proxies**, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory’s power to sign the proxy.
9. Guidelines for proper execution of the proxy are available at www.stac.ca. Please refer to the Proxy Protocol.

Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit www.tsxtrust.com/investorinsite

Click on, “*Register*” and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.

Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com.

I am currently a security holder of the Corporation and as such request the following:

- Annual Financial Statements with MD&A
- Interim Financial Statements with MD&A

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593

CARDINAL CAPITAL PARTNERS INC.
2021