

GREEN SCIENTIFIC LABS HOLDINGS INC.

Proxy Solicited by the management of Green Scientific Labs Holdings Inc. for the Special Meeting of Holders of Subordinate Voting Shares and Multiple Voting Shares (the “Special Meeting”) to be held on May 31, 2023 at 10:00 a.m. (Toronto time) at the offices of Fasken Martineau DuMoulin LLP, 333 Bay Street, Suite 2400, Toronto, Ontario M5H 2T6.

This proxy is solicited by the management of Green Scientific Labs Holdings Inc. (the “Corporation”). The undersigned shareholder of Green Scientific Labs Holdings Inc. hereby appoints Michael Richmond, Interim Chief Financial Officer and Chairman, or failing him, Rafael Bombonato, Interim Chief Executive Officer and Chief Compliance Officer, or instead of either of the foregoing, _____, as the nominee of the undersigned to attend, vote and act for the undersigned and on behalf of the undersigned at the **Special Meeting of Shareholders of the Corporation to be held at 10:00 a.m. (Toronto time) on the 31st day of May, 2023 and at any adjournment or adjournments thereof.** Without limiting the general power and authority conferred, the said proxy is specifically directed to vote as follows on the following:

(Vote for each item by marking an “X” in the appropriate box.)

- | | | | |
|----|--|------------------------------|----------------------------------|
| 1. | To elect the following persons as Directors of the Corporation for the term expiring at the close of the next annual general meeting of the shareholders: | | |
| | (i) Michael Richmond | FOR <input type="checkbox"/> | WITHOLD <input type="checkbox"/> |
| | (ii) Ed Murray | FOR <input type="checkbox"/> | WITHOLD <input type="checkbox"/> |
| | (iii) Olivier Centner | FOR <input type="checkbox"/> | WITHOLD <input type="checkbox"/> |
| 2. | To appoint SRCO Professional Corporation as auditor of the Corporation for the ensuing year and to authorize the Directors to fix their remuneration; | FOR <input type="checkbox"/> | WITHOLD <input type="checkbox"/> |
| 3. | To consider and, if deemed advisable, pass, with or without variation, a special resolution (the “ Asset Sale Resolution ”), the full text of which is set forth in Schedule “A” to the Management Information Circular of the Corporation dated April 26, 2023 (the “ Circular ”), authorizing the sale of all of the Corporation’s right, title and interest in and to certain assets related to the Corporation’s Florida business pursuant to the LOI and the Asset Purchase Agreement (as such terms are defined in the Circular) in order to complete the Transaction (as defined in the Circular), which represents the sale of all or substantially all of the assets of the Corporation pursuant to Section 301(1)(b) of the <i>Business Corporations Act</i> (British Columbia). | FOR <input type="checkbox"/> | AGAINST <input type="checkbox"/> |

Unless directed herein to the contrary, this proxy will be voted in favour of and **FOR** all resolutions described herein. The securities represented by this proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for at the Special Meeting. If any amendments to or variations of matters identified in the Notice of Meeting are proposed at the Special Meeting or if any other matters properly come before the Special Meeting, this proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the person voting this proxy at the Special Meeting.

DATED this _____ day of _____, 2023.

Signature of Shareholder/Authorized Representative

Name of Shareholder/Authorized Representative

Class and Number of Shares

If no shares are indicated, this form of proxy shall be deemed to be given in respect of all shares of all classes held by the shareholder. If the shareholder wishes to vote different classes of shares held by such shareholder differently, such shareholder should submit a form of proxy for each such class of shares indicating the voting instructions with respect to such class of shares.

INSTRUCTIONS FOR COMPLETION OF PROXY

1. This proxy must be dated and signed by the shareholder or the shareholder's attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney duly authorized. Where two or more persons are named, all should sign.
2. **Each shareholder has the right to appoint a person or company to represent the shareholder at the Special Meeting other than the persons specified above. Such right may be exercised by inserting in the blank space provided the name of the person to be appointed, who need not be a shareholder of the Corporation, and striking out the names of the management designees or by completing another form of proxy.**
3. This proxy may be deposited **with Capital Transfer Agency, 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2** before 10:00 a.m. (Toronto time) on or before Monday, May 29, 2023 (or if the Special Meeting is adjourned or postponed, two business days prior to the date of the adjourned or postponed Special Meeting) or **online at www.capitaltransferagency.com/voteproxy**.