

FORM OF PROXY

GROWN ROGUE INTERNATIONAL INC.

This Proxy is solicited by the management of Grown Rogue International Inc. (the “**Corporation**”) in connection with the notice of annual and special meeting of the shareholders, dated the 14th day of June, 2019 (the “**Notice of Meeting**”). The undersigned shareholder of the Corporation hereby appoints J. Obie Strickler, President, Chief Executive Officer and a director of the Corporation, or failing him, Stephen Gledhill, a director of the Corporation, or instead of either of them, _____, as proxyholder for the undersigned, with power of substitution, to attend, act and vote for and on behalf of the undersigned at the meeting of shareholders of the Corporation (the “**Meeting**”) to be held at the offices of Miller Thomson LLP, Scotia Plaza, 40 King Street West, Suite 5800, Toronto, Ontario, on the 15th day of July, 2019, at the hour of 10:00 a.m. (Eastern Daylight Time), and at any adjournment or adjournments thereof. Without limiting the general authorization and power hereby given, all the common shares in the capital of the Corporation (collectively, the “**Shares**”) registered in the name of the undersigned are to be voted as indicated below and may be voted in the discretion of such proxy with respect to amendments or variations to the matters identified in the notice of meeting or other matters that may properly come before the Meeting. If no choice is specified, the proxy shall vote in favour of the motions proposed to be made at the Meeting.

Without limiting the general powers hereby conferred, the Shares represented by this proxy:

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

1. Number of Directors	FOR	AGAINST
To approve, with or without variation, a special resolution to authorize the board of directors to determine the number of directors of the Corporation to be elected at any annual meeting of the shareholders of the Corporation, provided such number shall not be less than the minimum number, nor more than the maximum number, of directors of the Corporation provided for in the articles of the Corporation, as the same may be amended from time to time.	<input type="checkbox"/>	<input type="checkbox"/>

2. Election of Directors	FOR	WITHHOLD
a) J. Obie Strickler	<input type="checkbox"/>	<input type="checkbox"/>
b) Abhilash Patel	<input type="checkbox"/>	<input type="checkbox"/>
c) Stephen Gledhill	<input type="checkbox"/>	<input type="checkbox"/>

3. Appointment of Auditors	FOR	AGAINST
To approve an ordinary resolution re-appointing MNP LLP, Chartered Accountants, as auditors for the Corporation, to hold office until the next annual meeting of shareholders, and to authorize the directors of the Corporation to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

4. Share Amendment

FOR

AGAINST

To approve, with or without variation, a special resolution, the full text of which is set forth in the management information circular of the Corporation dated June 14, 2019 (the “**Information Circular**”), approving the amendment to the articles of the Corporation to amend the rights and restrictions of the existing class of Shares and redesignate such class as subordinate voting shares; and to create a class of multiple voting shares. Notwithstanding that this resolution may be passed by the shareholders of the Corporation, the directors of the Corporation are authorized to revoke this special resolution before it is acted on without further approval of the shareholders.

5. New Stock Option Plan

FOR

AGAINST

To approve, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular, approving a new stock option plan of the Corporation, as more particularly described in the Information Circular.

and conferring discretionary authority to vote on amendments or variations to the matters identified in the accompanying Notice of Meeting and on all other matters that may properly come before the Meeting or any adjournment or adjournments thereof in such manner as the person above named may see fit.

The undersigned hereby revokes any instrument of proxy previously given and does hereby further ratify all the said proxy may lawfully do in the premises.

DATED this ____ day of _____, 2019.

INDIVIDUAL SHAREHOLDER:

Name of Shareholder (Please Print)

Signature of Shareholder

CORPORATE SHAREHOLDER:

COMPANY NAME

Per: _____

Name:

Title:

I have authority to bind the corporation

NOTES:

(1) A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT ON THE SHAREHOLDER'S BEHALF AT THE SPECIAL MEETING OTHER THAN THE PERSONS DESIGNATED IN THIS FORM OF PROXY. THIS RIGHT MAY BE EXERCISED BY INSERTING SUCH OTHER PERSON'S NAME IN THE BLANK SPACE PROVIDED FOR THAT PURPOSE AND CROSSING OUT THE NAMES OF THE PERSONS DESIGNATED IN THIS FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY AND, IN EITHER CASE, BY DELIVERING THE COMPLETED FORM OF PROXY AS INDICATED BELOW.

(2) This form of proxy must be dated and must be executed by the shareholder or the shareholder's attorney authorized in writing or, if the shareholder is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized. A copy of such authorization should accompany this form of proxy. Persons signing as executors, administrators, trustees, etc. should so indicate. If this form of proxy is not dated, it shall be deemed to bear the date on which it was mailed to the shareholder by the Corporation.

(3) In order for this form of proxy to be effective at the Meeting or any adjournment thereof, it must be signed and deposited at the office of the Corporation's transfer agent, Capital Transfer Agency, ULC, 390 Bay Street, Suite 920, Toronto, Ontario M5H 2Y2 Canada, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment(s) thereof.