



Harborside Inc. (“Harborside”)



Trader’s Bank Building
702, 67 Yonge St.
Toronto, ON M5E 1J8

Form of Proxy (Subordinate Voting Shares) – Special Meeting on February 22, 2022

Appointment of Proxyholder

I/We being the undersigned holder(s) of Harborside hereby appoint **Matthew Hawkins, Interim Chief Executive Officer and Chairman** or failing this person, **Jack Nichols, General Counsel**

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 Special Meeting of Harborside to be held via live webcast at <http://web.lumiagm.com/256406441> on February 22 at 11:00 a.m. (Toronto time) or at any adjournment thereof.

1. Share Issuance Resolution. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is included in “Appendix A – <i>Share Issuance Resolution</i> ” to the accompanying management information circular (the “ Circular ”), authorizing the issuance by Harborside of such number of Subordinate Voting Shares as is necessary to allow Harborside to acquire (a) 100% of the equity interests of Loudpack (as defined in the Circular); and (b) 100% of the equity interests of Urbn Leaf (as defined in the Circular).	For <input type="checkbox"/>	Against <input type="checkbox"/>
2. Name Change Resolution. To consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is included in “Appendix B – <i>Name Change Resolution</i> ” to the Circular, approving the name change to “StateHouse Holdings Inc.”	For <input type="checkbox"/>	Against <input type="checkbox"/>
3. Consolidation Resolution. To consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is included in “Appendix C – <i>Consolidation Resolution</i> ” to the Circular, approving the consolidation of all of the issued and outstanding Subordinate Voting Shares and Multiple Voting Shares of Harborside.	For <input type="checkbox"/>	Against <input type="checkbox"/>
4. Combined Company Board Resolution. To elect, conditional upon the completion of the Mergers (as defined in the Circular), the following individuals to serve on the board of directors until the close of the next annual meeting of the Harborside shareholders or until their successors are appointed or elected:		
a. Mathew Hawkins	For <input type="checkbox"/>	Withhold <input type="checkbox"/>
b. Edward Schmults	For <input type="checkbox"/>	Withhold <input type="checkbox"/>
c. Marc Ravner	For <input type="checkbox"/>	Withhold <input type="checkbox"/>
d. Kevin Albert	<input type="checkbox"/>	<input type="checkbox"/>
d. Tiffany Liff	<input type="checkbox"/>	<input type="checkbox"/>
e. Jonathon Roy Pottle	<input type="checkbox"/>	<input type="checkbox"/>
f. James Scott	<input type="checkbox"/>	<input type="checkbox"/>
5. Shareholder Rights Plan Resolution. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is included in “Appendix D – <i>Shareholder Rights Plan Resolution</i> ” to the Circular, approving certain amendments to the shareholder rights’ plan of Harborside.	For <input type="checkbox"/>	Against <input type="checkbox"/>
6. Articles Alteration Resolution. To consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is included in “Appendix E – <i>Articles Alteration Resolution</i> ” to the Circular, authorizing certain amendments to the articles of Harborside.	For <input type="checkbox"/>	Against <input type="checkbox"/>
7. Equity Incentive Plan Amendment Resolution. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is included in “Appendix F – <i>Equity Incentive Plan Amendment Resolution</i> ” to the Circular, approving certain amendments to Harborside’s equity incentive plan.	For <input type="checkbox"/>	Against <input type="checkbox"/>
8. By-law Amendment Resolution. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is included in “Appendix G – <i>By-law Amendment Resolution</i> ” to the Circular, ratifying certain amendments to the By-law No. 2 of Harborside.	For <input type="checkbox"/>	Against <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.**

Signature(s):

Date

/ /
MM / DD / YY

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

Proxies must be received by 11:00 a.m. (Toronto time), on February 17, 2022.

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 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:

<https://login.odysseytrust.com/pxlogin> and click on

VOTE

You will require the 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.

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.