

NABIS HOLDINGS INC.

Form of Proxy – Annual and Special Meeting to be held on September 28, 2021



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

Appointment of Proxyholder

I/We being the undersigned holder(s) of **Nabis Holdings Inc.** hereby appoint **Bruce Langstaff, Executive Chairman** or failing this person, **Scott Kelly, Director**

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 and Special Meeting of Nabis Holdings Inc. to be held virtually at <https://web.lumiagm.com/249079949> or at any adjournment thereof.

1. Number of Directors To set the number of directors to be elected at the Meeting to be four (4)		For	Against
		<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Directors.	For	Withhold	For
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
a. Bruce Langstaff	<input type="checkbox"/>	<input type="checkbox"/>	b. Jared Carroll
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Jennifer Law	<input type="checkbox"/>	<input type="checkbox"/>	c. Scott Kelly
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors. To re-appoint Dale Matheson Carr-Hilton LaBonte, LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration	For	Withhold	
	<input type="checkbox"/>	<input type="checkbox"/>	
4. Adoption of Omnibus Long-Term Incentive Plan. To consider and, if deemed advisable, to pass an ordinary resolution approving the adoption of the Corporation's omnibus long-term incentive plan	For	Against	
	<input type="checkbox"/>	<input type="checkbox"/>	
5. Adoption of Articles. To pass, without variation, a special resolution to amend the Corporation's articles of incorporation	For	Against	
	<input type="checkbox"/>	<input type="checkbox"/>	
6. Sale of Substantially All Assets. To consider and, if deemed advisable, to pass, with or without variation, a special resolution of the Corporation (the " Asset Sale Resolution ") approving and authorizing the sale of all or substantially all of the Corporation's assets (the " Asset Sale ") pursuant to section 301 of the <i>Business Corporations Act</i> (British Columbia) (the " BCBCA ").	For	Against	
	<input type="checkbox"/>	<input type="checkbox"/>	
7. Approval of Arrangement. To consider, and if deemed appropriate, to pass, with or without amendment, a resolution of disinterested shareholders of the Corporation (the " Arrangement Resolution "), approving the proposed plan of arrangement (the " Plan of Arrangement " or " Arrangement ") between the Corporation and the persons entered in the register for the \$23,000,000 principal amount of 5.3% promissory notes due November 15, 2022 (the " Notes ") as registered holders of Notes, to approve the repurchase of all of the Notes by the Corporation under Division 5 of Part 9 of the BCBCA.	For	Against	
	<input type="checkbox"/>	<input type="checkbox"/>	

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(s):

Date

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.**

____ / ____ / ____

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 receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. See reverse for instructions to sign up for delivery by email.

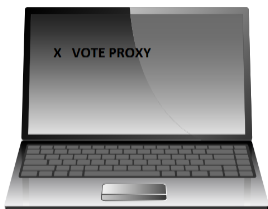
This form of proxy is solicited by and on behalf of Management.

Proxies must be received by 11:00 a.m., Vancouver Time, on Friday, September 24, 2021.

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 and 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.

Shareholder Address and Control Number Here

To Virtually Attend the Meeting:

You can attend the meeting virtually by visiting <https://web.lumiagm.com> and entering the meeting ID 249-079-949. For further information on the virtual AGM and how to attend it, please view the management information circular of the company for the fiscal year 2019. The password to join the meeting is Nabis2021Com.

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.