

# NABIS HOLDINGS INC.

## Form of Proxy – Extraordinary Meeting of Noteholders to be held on September 27, 2021

### Appointment of Proxyholder

I/We being the undersigned noteholder(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 noteholder 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 Extraordinary Meeting of Noteholders of Nabis Holdings Inc. to be held virtually at <https://web.lumiagm.com234120950> or at any adjournment thereof.

**1. Arrangement Resolution.** To consider, and if deemed appropriate, to pass, with or without amendment, a resolution (the “**Arrangement Resolution**”) approving a plan of arrangement (the “**Plan of Arrangement**” or “**Arrangement**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) which Arrangement is more particularly described in the Management Information Circular. **For**  **Against**

**2. Note Delisting Resolution.** Subject to approval of the Arrangement Resolution, to consider, and if deemed appropriate, to adopt, with or without amendment, an extraordinary resolution (the “**Note Delisting Resolution**”) to approve the delisting of the Notes from the CSE (the “**Note Delisting**”). **For**  **Against**

### 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 8:00 a.m (Vancouver time) on September 23, 2021.**

1. Each noteholder has the right to appoint a person, who need not be a noteholder, to attend and represent him or her at the Extraordinary 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 noteholder (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 noteholder.
5. The securities represented by this proxy will be voted as directed by the noteholder; 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 noteholder, on any ballot that may be called for and, if the noteholder 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.

Debenture 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 234-120-950. 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 Nabis2021Deb.

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](http://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.