



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class	
Holder Account Number	

Form of Proxy - Annual General Meeting to be held on Friday, December 14, 2018

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) 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.
- The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, 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 or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 11:00 am, Pacific Standard Time, on Wednesday, December 12, 2018

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



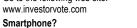


To Vote Using the Internet

Call the number listed BELOW from a touch tone

Go to the following web site: www.investorvote.com

Scan the QR code to vote now.





1-866-732-VOTE (8683) Toll Free

If you vote by telephone or the Internet, DO NOT mail back this proxy.

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.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

Fold

Fold

Appointment of Proxyholder

I/We being holder(s) of **Liberty Leaf Holdings Ltd.** hereby appoint(s): **William Rascan**, President & CEO, or failing him, **Kelly Pladson**, Corporate Secretary

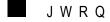
OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder 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 General Meeting** of shareholders of **Liberty Leaf Holdings Ltd.** to be held at Suite 700,

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.								
VOTING RECOMMENDATIONS ARE	E INDICATED BY	HIGHLIGHTED TEXT OVER THE BO	AES.			For	Against	
Number of Directors To set the number of Directors at	four (4).							
2. Election of Directors	For Wi	ihhold	For	Withhold		For	Withhold	Fold
01. William Rascan		02. Doug Macdonell		03	s. Steven Feldman			
04. Keith Anderson]						
3. Appointment of Auditors						For	Withhold	
Re-appointment of Smythe LLP	as Auditors of the	Corporation for the ensuing year	and authorizing th	e Directors to t	ix their remuneratio			
4. Other Business						For	Against	
To approve the transaction of suc	ch other business	as may properly come before the	e Meeting.			Ш		
								Fold
Authorized Signature(s) - The state of the s	nis section mu	st be completed for your	Signature(s)			Date		
instructions to be executed. I/We authorize you to act in accordan revoke any proxy previously given wit indicated above, this Proxy will be	uce with mylour inet	ructions set out above. I/We hereby seting. If no voting instructions are ended by Management.				DD / MM	<u> </u>	
Interim Financial Statements - Mark this like to receive Interim Financial Statements accompanying Management's Discussion mail.	box if you would s and and Analysis by	Annual Financial Statements - like to receive the Annual Financ accompanying Management's D mail.	ial Statements and					

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.



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