

MATICA ENTERPRISES INC.

FORM OF PROXY

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON SEPTEMBER 29, 2014

Proxies submitted must be received by 9:00 a.m. (EDT) on September 25, 2014

Return (1) by mail to Capital Transfer Agency, Inc., 121 Richmond Street, West, Suite 401, Toronto, ON M5H 2K1 on behalf of Matica Enterprises Inc. (the “**Corporation**”); (2) by email to cgoodale@capitaltransferagency.com; or (3) by fax to (416) 350-5008.

I hereby appoint Boris Ziger (CEO and Director) or failing him, Richard Tong (CFO), OR alternatively (print name of alternate nominee), _____ as my proxy holder, with full power of substitution to attend and vote for me in respect of all my shares at the Annual and Special Meeting of Shareholders to be held on September 29, 2014, at 350 Bay St., Suite 700, Toronto, Ontario at 9:00am (EDT) (the “**Meeting**”) and at any adjournment or postponement thereof in the manner indicated. Voting Recommendations are indicated by **highlighted text**.

1. **Fix the Number of Directors at Four**

FOR or WITHHOLD the passing, without variation, of a resolution to fix the number of directors at four.

2. **Election of Directors**

FOR or WITHHOLD Boris Ziger

FOR or WITHHOLD Rawn Lakhan

FOR or WITHHOLD David Lee

FOR or WITHHOLD Charn Deol

3. **Change of Business**

FOR or WITHHOLD the passing, without variation, of a resolution to approve a change of primary focus of Matica’s business from resource exploration to the medical marijuana industry.

4. **Appointment of Auditors**

FOR or WITHHOLD the passing, without variation, of a resolution to appoint Manning Elliott LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix the auditor’s remuneration.

5. **Approval of the Stock Option Plan**

FOR or WITHHOLD the passing, without variation, of a resolution to approve the Corporation’s stock option plan.

The full text of these resolutions is set out in the Management Information Circular provided together with this form of proxy. **If no voting instructions are indicated above, this Proxy will be voted FOR the above resolutions.**

I HEREBY REVOKE ANY PRIOR PROXY OR PROXIES WITH RESPECT TO AMENDMENTS OR VARIATIONS TO ANY MATTER IN THE NOTICE OF MEETING AND ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING.

DATED the ____ day of _____, 2014.

Shareholder's Signature

Name of Shareholder (PLEASE PRINT)

Number of Share Represented Hereby

Notes

1. This proxy must be dated and signed by a shareholder or his or her attorney duly authorized in writing, or if the shareholder is a corporation, by the proper officers or directors under its corporate seal, or by an officer or attorney thereof duly authorized. When signing in a fiduciary or representative capacity, please give full title as such.
2. If this proxy is not dated, it will be deemed to bear the date on which it was mailed by Management to the holder.
3. **A shareholder has the right to appoint a person to attend and act for him or her and on his or her behalf at the Meeting other than the persons designated in this form of proxy.** Such right may be exercised by filling in the name of such person in the blank space provided. A person appointed as nominee to represent a shareholder need not be a shareholder of the Corporation. A person appointed as your proxy holder must be present at the Meeting to vote.
4. **THIS FORM OF PROXY IS SOLICITED BY AND ON BEHALF OF MANAGEMENT.** Each shareholder who is unable to attend the Meeting is respectfully requested to date and sign this form of proxy.
5. Any of the joint shareholders of the Corporation may sign a form of proxy in respect of such shares but, if more than one of them is present at the Meeting or is represented by a proxy holder, then that one of them whose name appears first in the register of the holders of such shares, or that one's proxy holder will alone be entitled to vote in respect thereof.
6. This proxy should be read in conjunction with the accompanying documentation provided by Management. 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 adjournments or postponements thereof.