



AYURCANN HOLDINGS CORP.



Trader's Bank Building
702, 67 Yonge Street
Toronto ON M5E 1J8

Form of Proxy – Annual General and Special Meeting to be held on Wednesday, December 20, 2023

Appointment of Proxyholder

I/We being the undersigned holder(s) of Ayurcann Holdings Corp. (the "Corporation") hereby appoint **Igal Sudman** or failing this person, **Roman Buzaker**.

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 General and Special Meeting of the Corporation** to be held at the **offices of Garfinkle Biderman LLP, at 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9, and broadcast via teleconference at (416) 874-8100, conference code 5640789 at 10:00 am (Toronto time)** or at any adjournment thereof.

	For	Withhold		For	Withhold		For	Withhold
1. Election of Directors.								
a. Igal Sudman	<input type="checkbox"/>	<input type="checkbox"/>	b. Roman Buzaker	<input type="checkbox"/>	<input type="checkbox"/>	c. Alison Gordon	<input type="checkbox"/>	<input type="checkbox"/>
d. Maor Shayit	<input type="checkbox"/>	<input type="checkbox"/>	e. David Hackett	<input type="checkbox"/>	<input type="checkbox"/>			
2. Re-Appointment of Auditors. To re-appoint Clearhouse LLP as the auditors of the Corporation for the ensuing year and to authorize the audit committee of the board of directors of the Corporation to fix the auditor's remuneration, as more particularly set forth in the accompanying proxy and management information circular dated November 20, 2023, prepared for the purpose of the Meeting (the "Circular").							For	Withhold
							<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the issuance of the Future Shares. To consider, and if thought fit, to pass an ordinary resolution of disinterested Shareholders, the full text of which is included in the Circular, authorizing and approving the issuance of the Future Shares (as such term is defined in the Circular) which will result in certain persons becoming new Control Persons of the Corporation and would therefore Materially Affect Control (as such terms are defined in the policies of the Canadian Securities Exchange (the "CSE")) of the Corporation, as required pursuant to the policies of the CSE.							For	Against
							<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the Equity Incentive Plan. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution of disinterested Shareholders ratifying the repeal and replacement the Corporation's current stock option plan (the "Existing Option Plan") and restricted share unit plan with the adoption of the proposed equity incentive plan for the Corporation (the "Proposed Equity Incentive Plan"), as more particularly set forth in the Circular.							For	Against
							<input type="checkbox"/>	<input type="checkbox"/>
5. Re-Approval of Stock Option Plan. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution of disinterested Shareholders re-approving the Existing Option Plan, in the event that the Proposed Equity Incentive Plan does not receive the required approval of disinterested Shareholders at the Meeting, as more particularly set forth in the Circular.							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.**

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.

MM / DD / YY

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:

This form of proxy is solicited by and on behalf of Management. Proxies must be received by 10:00 am, Toronto time, on Monday, December 18, 2023.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent them at the 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.



To Vote Your Proxy Online please visit:

<https://vote.odysseytrust.com>

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 <https://odysseytrust.com/ca-en/help/>.

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.