



OSOYOOS CANNABIS INC.
PROXY

**FOR USE AT THE
ANNUAL & SPECIAL
MEETING OF SHAREHOLDERS
AUGUST 7, 2020**

This proxy is solicited on behalf of management of OSOYOOS CANNABIS INC. (the "Corporation"). The undersigned, being a shareholder of the Corporation hereby appoints, Graham Simmonds, Director & Chief Executive Officer, or failing him, Troy McIntyre, or instead of either of them, _____, as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the annual and special meeting of the shareholders of the Corporation to be held at the offices of Buckley Dodds LLP, 1185 West Georgia Street, Suite 1140, Vancouver, British Columbia, Canada, V6E 4E6 on August 7, 2020 at 10:00 a.m. (the "Meeting"), and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the Meeting or such adjournment or adjournments thereof. The undersigned hereby directs the proxyholder to vote the securities of the Corporation recorded in the name of the undersigned as specified herein.

- 1. **FOR** To approve an ordinary resolution to fix the number of directors to be elected at the Meeting for the
AGAINST ensuring year to be fixed at seven (7).
- 2. **FOR** The election of **Graham Simmonds** as a director of the Corporation.
WITHHOLD
- 3. **FOR** The election of **Larry Horwitz** as a director of the Corporation.
WITHHOLD
- 4. **FOR** The election of **Sara Lee Irwin** as a director of the Corporation.
WITHHOLD
- 5. **FOR** The election of **Dr. Stephen D. Barnhill** as a director of the Corporation.
WITHHOLD
- 6. **FOR** The election of **Rosy Mondin** as a director of the Corporation.
WITHHOLD
- 7. **FOR** The election of **Paul Crath** as a director of the Corporation.
WITHHOLD
- 8. **FOR** The election of **Dr. Anthony Hall** as a director of the Corporation.
WITHHOLD
- 9. **FOR** To approve the appointment of Buckley Dodds LLP, Chartered Professional Accountants, as auditor of the
WITHHOLD Corporation for the ensuring year and to authorize the board of directors to fix its remuneration.
- 10. **FOR** To approve a special resolution authorizing an amendment to the articles of incorporation of the
AGAINST Corporation to change the name of the Corporation to DME PHARMA INC. or such other name as the
board of directors may determine, in its sole discretion.

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the Meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person. **To be valid, this proxy must be received by the Corporation's transfer agent, Capital Transfer Agency ULC, by mail or by hand delivery to Suite 920, 390 Bay Street, Toronto, Ontario, M5H 2Y2, by fax at 1-416-350-5008, or by e-mail to info@capitaltransferagency.com, not later than 48 hours, excluding Saturdays, Sundays and statutory holidays, prior to the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.** This proxy revokes and supersedes all proxies of earlier date.

DATED this ____ day of _____, 2020.

Online Voting Instructions:



Signature of Shareholder

Name of Shareholder (Please Print)

Number of Shares Held

NOTES AND INSTRUCTIONS

THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.

1. The shares represented by this proxy will be voted. Where a choice is specified, the proxy will be voted as directed. **Where no choice is specified, this proxy will be voted in favour of the matters listed on the proxy.** The proxy confers discretionary authority on the above-named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the notice of meeting accompanying the proxy or such other matters which may properly come before the Meeting.
2. Each shareholder has the right to appoint a person other than management designees specified above to represent them at the Meeting. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.
3. Each shareholder must sign this proxy. Please date the proxy. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.
4. If the proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.
5. If the shareholder appoints any of the persons designated above, **including persons other than Management Designees**, as proxy to attend and act at the Meeting:
 - (a) the shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;
 - (b) where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
 - (c) **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**