

# GREENSTAR BIOSCIENCES CORP.

FOR USE AT THE  
ANNUAL AND SPECIAL MEETING  
OF SHAREHOLDERS  
MARCH 25, 2020

This proxy is solicited on behalf of the management of GREENSTAR BIOSCIENCES CORP. (the "Company"). The undersigned, being a shareholder of the Company hereby appoints, Thomas Baird, Chief Executive Officer and Director of the Company, or failing him, Rahim Rajwani, Corporate Secretary of the Company, 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 Company to be held at the offices of Bennett Jones LLP, 2500 – 666 Burrard Street, Vancouver, BC on Wednesday, March 25, 2020 at 09:00 a.m. (Vancouver time) (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 Company recorded in the name of the undersigned as specified herein.

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|---|-----------------|--|--|
| 1 | FOR<br>AGAINST  | <input type="checkbox"/><br><input type="checkbox"/> | TO SET THE NUMBER OF DIRECTORS OF THE COMPANY TO THREE (3).  |
| 2 | FOR<br>WITHHOLD | <input type="checkbox"/><br><input type="checkbox"/> | THE ELECTION OF THOMAS BAIRD AS A DIRECTOR OF THE COMPANY.   |
| 3 | FOR<br>WITHHOLD | <input type="checkbox"/><br><input type="checkbox"/> | THE ELECTION OF LEIGHTON BOCKING AS A DIRECTOR OF THE COMPANY.   |
| 4 | FOR<br>WITHHOLD | <input type="checkbox"/><br><input type="checkbox"/> | THE ELECTION OF FAIZAAN LALANI AS A DIRECTOR OF THE COMPANY.   |
| 5 | FOR<br>WITHHOLD | <input type="checkbox"/><br><input type="checkbox"/> | APPOINTMENT OF MANNING ELLIOT LLP AS AUDITOR OF THE COMPANY FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.  |
| 6 | FOR<br>AGAINST  | <input type="checkbox"/><br><input type="checkbox"/> | THE APPROVAL OF AN ORDINARY RESOLUTION TO RATIFY, CONFIRM AND APPROVE THE COMPANY'S STOCK OPTION PLAN, AS DESCRIBED IN THE INFORMATION CIRCULAR ACCOMPANYING THIS PROXY UNDER THE HEADING "PARTICULARS OF MATTERS TO BE ACTED UPON - RATIFICATION OF STOCK OPTION PLAN". |

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, 390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2, Fax Number: 416.350.5008, not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario, 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. For assistance with respect to this Proxy please contact Capital Transfer Agency ULC at the address or fax number provided above, by telephone at 1 844 499 4482 or via e-mail at [info@capitaltransferagency.com](mailto:info@capitaltransferagency.com).**

This proxy revokes and supersedes all proxies of earlier date.  
DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
SIGNATURE OF SHAREHOLDER

To vote online, please go to:  
<https://shareholderaccountingsoftware.com/cap/pxlogin>

\_\_\_\_\_  
NAME OF SHAREHOLDER

Proxy Control Number:

\_\_\_\_\_  
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 Company.
- 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 Company.
- 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.**