## **BIOME GROW INC.**



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

OTUQ 000001

SAM SAMPLE 123 SAMPLES STREET SAMPLETOWN SS X9X X9X CANADA

Security Class
COMMON SHARES

**Holder Account Number** 

C9999999999 IND

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## Form of Proxy - Annual General and Special Meeting to be held on Wednesday, September 25, 2019

# 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 proxy.
- 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.
- 6. 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.

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Proxies submitted must be received by 2:00 PM, Toronto Time, on Monday, September 23, 2019.

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



### To Vote Using the Telephone

Call the number listed BELOW from a touch tone telephone

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



### To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone?
  Scan the QR code to vote now.



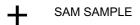
### If you vote by telephone or the Internet, DO NOT mail back this proxy.

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 23456 78901 23456



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IND C02



# **Appointment of Proxyholder**

I/We being holder(s) of Biome Grow Inc. hereby appoint: Abbey Abdiye, or failing him, Laird Choi,

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

is 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 direct	tions have been
iven, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of Biome Grow Inc. to be held	at 222 Bay St.,
Suite 3000. Toronto. ON M5K 1E7, on Wednesday. September 25, 2019 at 2:00 PM. Toronto Time and at any adjournment or postponement thereof.	•

Suite 3000, Toronto, ON M5K 1E7, on Wednesday, September 25, 2019 at 2:00 PM, Toronto Time and at any adjournment or postponement thereof.								
VOTING RECOMMENDATIONS ARE I	NDICATED	BY HIGHI	LIGHTED TEXT OVER THE BO	XES.				
1. Election of Directors	For	Withhold	i	For	Withhold		For	Withhold
01. Michael Wiener			02. Brett James			03. Khurram Malik		
04. Mark Lievonen			05. Steven Poirier					
							For	Withhold
Appointment of Auditors     Appointment of Manning Elliott LLP	as Audito	rs of the C	Company for the ensuing yea	r and authorizing th	ne Director	s to fix their remuneration.		
							For	Against
3. Advance Notice By-Law To ratify, adopt and approve the Ac	Ivance No	tice By-La	w as more particularly descri	bed in the accomp	anying Ma	nagement Information Circular.		
4. Amendment to Terms of Speci To consider, and if deemed approp conditions attaching to the special (	riate, to pa	ass a spec		proposed amendm	ents to the	rights, privileges, restrictions and		
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 - Mark this bo like to receive Interim Financial Statements a accompanying Management's Discussion an mail.  If you are not mailing back your proxy, you m	nd d Analysis by		Annual Financial Statements - like to receive the Annual Financ accompanying Management's Di mail.	ial Statements and scussion and Analysis b	у	list.		

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## **BIOME GROW INC.**



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

OTUQ 000002

SAM SAMPLE 123 SAMPLES STREET SAMPLETOWN SS X9X X9X AUSTRALIA

Security Class
COMMON SHARES

**Holder Account Number** 

C9999999999 IND

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## Form of Proxy - Annual General and Special Meeting to be held on Wednesday, September 25, 2019

## 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 proxy.
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- 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 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.

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Proxies submitted must be received by 2:00 PM, Toronto Time, on Monday, September 23, 2019.

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312-588-4290 Direct Dial



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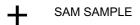
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To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 23456 78901 23456



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# **Appointment of Proxyholder**

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

is 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 direct	tions have been
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Suite 3000. Toronto. ON M5K 1E7, on Wednesday. September 25, 2019 at 2:00 PM. Toronto Time and at any adjournment or postponement thereof.	•

Suite 3000, Toronto, ON M5K 1E7, on Wednesday, September 25, 2019 at 2:00 PM, Toronto Time and at any adjournment or postponement thereof.								
VOTING RECOMMENDATIONS ARE I	NDICATED	BY HIGHI	LIGHTED TEXT OVER THE BO	XES.				
1. Election of Directors	For	Withhold	i	For	Withhold		For	Withhold
01. Michael Wiener			02. Brett James			03. Khurram Malik		
04. Mark Lievonen			05. Steven Poirier					
							For	Withhold
Appointment of Auditors     Appointment of Manning Elliott LLP	as Audito	rs of the C	Company for the ensuing yea	r and authorizing th	ne Director	s to fix their remuneration.		
							For	Against
3. Advance Notice By-Law To ratify, adopt and approve the Ac	Ivance No	tice By-La	w as more particularly descri	bed in the accomp	anying Ma	nagement Information Circular.		
4. Amendment to Terms of Speci To consider, and if deemed approp conditions attaching to the special (	riate, to pa	ass a spec		proposed amendm	ents to the	rights, privileges, restrictions and		
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 - Mark this bo like to receive Interim Financial Statements a accompanying Management's Discussion an mail.  If you are not mailing back your proxy, you m	nd d Analysis by		Annual Financial Statements - like to receive the Annual Financ accompanying Management's Di mail.	ial Statements and scussion and Analysis b	у	list.		

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