



CANNABIS STRATEGIES ACQUISITION CORP.



ODYSSEY
Stock Exchange Tower
350, 300 5th Ave SW
Calgary, AB T2P 3C4

Form of Proxy – Special Meeting to be held on March 18, 2019 (the “Meeting”)

Appointment of Proxyholder

I/We being the undersigned holder(s) of Cannabis Strategies Acquisition Corp. (“CSAC”) hereby appoint Jonathan Sandelman or failing this person, Jennifer Drake

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 Meeting of CSAC to be held at the offices of Stikeman Elliott LLP, 199 Bay Street, Commerce Court West, 53rd Floor, Toronto, Ontario M5L 1B9 at 10:00 am or at any adjournment or postponement thereof.

	For	Against
<p>1. Transaction Resolution. The Resolution, the full text of which is set forth in Appendix “A” attached to the accompanying management information circular (the “Circular”) to approve: (i) CSAC’s qualifying transaction (the “Transaction”), pursuant to which, among other things, CSAC proposes to acquire LivFree Wellness, LLC, Washoe Wellness LLC, The Canopy NV, LLC, Sira Naturals, Inc. and Cannapunch of Nevada LLC pursuant to the terms of the respective definitive purchase agreements in respect thereof (as they may be amended), as further described in the Circular; (ii) the amendment of the articles of CSAC to (A) authorize and set the terms of the Multiple Voting Shares (as defined in the Circular), (B) create a one-time right to elect to convert the then-outstanding Class B shares of CSAC (the “CSAC Class B Shares”) into the Multiple Voting Shares, (C) change the designation of the CSAC Class B Shares into Subordinate Voting Shares (as defined in the Circular) and add applicable coat-tail terms, and (D) eliminate and remove the Class A Restricted Voting shares of CSAC (the “CSAC Class A Restricted Voting Shares”) from the authorized capital of CSAC once there are no more CSAC Class A Restricted Voting Shares issued and outstanding as a result of their redemption and/or conversion into Subordinate Voting Shares; and (iii) authorize CSAC to continue (the “Continuance”) from a company under the <i>Business Corporations Act</i> (Ontario) to a company under the <i>Business Corporations Act</i> (British Columbia), which includes authorization for the directors and auditors immediately following the Continuance to be as set forth in the accompanying Circular as well as the authorization of a notice of articles and articles which will provide, all as described in the Circular, for (A) a name change to “CSAC Cannabis Strategies Acquisition Corp.” (or such other name as may be selected by the board of directors of CSAC prior to the Continuance), (B) a share authorized capital consisting solely of an unlimited number of Multiple Voting Shares and Subordinate Voting Shares, (C) constrained share provisions, (D) advance notice provisions, (E) forum selection provisions, and (F) the ability of the board of directors of CSAC to determine the number of directors from time to time.</p>	<input type="checkbox"/>	<input type="checkbox"/>

<p>2. Equity Incentive Plan Resolution. The Resolution, the full text of which is set forth in Appendix “B” attached to the Circular to approve, conditional on the closing of the Transaction, the proposed equity incentive plan of CSAC, substantially in the form attached as Appendix “B” to the Circular, which includes authorizing the grant of rights to acquire up to 5,100,000 Subordinate Voting Shares.</p>	<input type="checkbox"/>	<input type="checkbox"/>
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	Signature(s):	Date
<p>Authorized Signature(s) – This section must be completed for your instructions to be executed.</p> <p>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 of CSAC (“Management”).</p>	<hr style="border: 1px solid black;"/>	<div style="text-align: center;">/ /</div> <hr style="border: 1px solid black;"/> <div style="text-align: center; font-weight: bold;">MM / DD / YY</div>

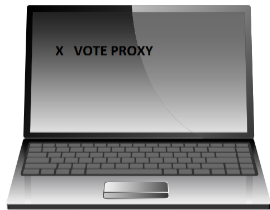
This form of proxy is solicited by and on behalf of Management.

Proxies must be received by 10:00 am, Toronto daylight time, on March 14, 2019.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her 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 confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting forming part of the Circular or other matters that may properly come before the Meeting.
4. This proxy should be signed in the exact manner as the name appears on the proxy.
5. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
6. 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.
7. 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.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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



To Vote Your Proxy Online please visit:

<http://odysseytrust.com/Transfer-Agent/Login> and click

VOTE

on **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 info@odysseytrust.com.

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.