

VIA SEDAR

CANNABIS STRATEGIES ACQUISITION CORP.

SPECIAL MEETING OF SHAREHOLDERS

MARCH 18, 2019

**Report on Voting Results pursuant to Section 11.3 of National Instrument 51-102 –
Continuous Disclosure Obligations (“NI 51-102”)**

The special meeting of shareholders of Cannabis Strategies Acquisition Corp. (the “**Corporation**”) was held on March 18, 2019 (the “**Meeting**”). At the Meeting, there were shareholders (“**Shareholders**”) present in person or represented by proxy holding an aggregate of (i) 6,206,870 Class A Restricted Voting shares in the capital of the Corporation (“**CSAC Class A Restricted Voting Shares**”), and (ii) 3,696,483 Class B shares (“**CSAC Class B Shares**”) in the capital of the Corporation (collectively with the CSAC Class A Restricted Voting Shares, the “**Shares**”), representing approximately 56.67% of the issued and outstanding Shares. The matters considered at the Meeting are described in greater detail in the notice of special meeting of Shareholders and management information circular of the Corporation dated February 19, 2019 (the “**Circular**”). All Shareholder approval requirements in respect of the Corporation’s proposed qualifying transaction, as more particularly described in the Circular, were obtained at the Meeting, as further described below.

We hereby advise you, in accordance with Section 11.3 of NI 51-102, that Shareholders voted on the following matters at the Meeting:

1. Transaction Resolution

The transaction resolution set out in Appendix “A” to the Circular to authorize and approve the transaction involving (i) the Corporation’s acquisition of the businesses of LivFree Wellness, LLC, Washoe Wellness, LLC, The Canopy NV, LLC, Sira Naturals, Inc. and Cannapunch of Nevada LLC, (ii) the amendment of the articles of the Corporation, and (iii) the continuance of the Corporation from the laws of the Province of Ontario to the laws of the Province of British Columbia. The results are displayed as follows: (1) the results of the votes of holders of CSAC Class A Restricted Voting Shares, (2) the results of the votes of holders of CSAC Class B Shares and (3) the results of the votes of holders of CSAC Class A Restricted Voting Shares that do not include (a) those shareholders who also hold CSAC Class B Shares and (b) other persons not permitted to vote thereon under Ontario Securities Commission Rule 56-501 – *Restricted Securities* (“**Excluded CSAC Class A Restricted Voting Shares**”).

	Number of CSAC Class A Restricted Voting Shares	Percentage of Votes Cast
<u>Votes For:</u>	6,206,870	99.99%
<u>Votes Against:</u>	60	0.01%

	Number of CSAC Class B Shares	Percentage of Votes Cast
<u>Votes For:</u>	3,696,483	100%
<u>Votes Against:</u>	0	0%

	Number of CSAC Class A Restricted Voting Shares Net of Excluded CSAC Class A Restricted Voting Shares	Percentage of Votes Cast
<u>Votes For:</u>	6,197,870	99.99%
<u>Votes Against:</u>	60	0.01%

2. Equity Incentive Plan Resolution

The equity incentive plan resolution to authorize and approve the proposed equity incentive plan of the Corporation, as more particularly described in the Circular. The results are displayed for all Shares.

	Number of Shares	Percentage of Votes Cast
<u>Votes For:</u>	9,250,342	93.41%
<u>Votes Against:</u>	653,071	6.59%

DATED this 18th day of March, 2019.

CANNABIS STRATEGIES ACQUISITION CORP.

By: (Signed) "Jonathan Sandelman"

Authorized Signatory