



HERBAL DISPATCH INC.



Trader's Bank Building
702, 67 Yonge Street
Toronto ON M5E 1J8

Form of Proxy – Annual General and Special Meeting to be held on December 16, 2024

Appointment of Proxyholder

I/We being the undersigned holder(s) of Herbal Dispatch Inc., hereby appoint **Herb Dhaliwal, Chair**, or failing this person, **Roderick Kirkham, Corporate Secretary**

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 **Annual General and Special Meeting of Herbal Dispatch Inc.**, to be held virtually via Zoom Meetings and at the Company's registered and records office located at Royal Centre, Suite 1750 – 1055 West Georgia Street, Vancouver, British Columbia on Monday, December 16, 2024, at 10:00 am (Pacific Standard Time), or any adjournment thereof.

1. Number of Directors. To set the number of directors to be elected at the Meeting to at 3 (three) .						For <input type="checkbox"/>	Against <input type="checkbox"/>
2. Election of Directors.	For	Withhold		For	Withhold	For	Withhold
a. Philip Campbell	<input type="checkbox"/>	<input type="checkbox"/>	b. Herb Dhaliwal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			c. Drew Malcolm			<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors. To re-appoint Kingston Ross Pasnak LLP as the auditor of the Company for the ensuing year and to authorize the board of directors of the Company to fix the remuneration to be paid to the auditor.						For <input type="checkbox"/>	Withhold <input type="checkbox"/>
4. Annual Approval of 2017 Incentive Stock Option Plan. To consider, and, if deemed appropriate, pass with or without variation, an ordinary resolution to re-approve the Company's stock option plan, as more particularly described in the accompanying management information circular (the "Information Circular").						For <input type="checkbox"/>	Against <input type="checkbox"/>
5. Approval of Amendment to 0971289 Unsecured Convertible Debenture. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders of the Company (those shareholders other than 0971289 B.C. Ltd., Drew Malcolm, and related affiliates (collectively "0971289") approving an amendment to the unsecured convertible debenture as entered into by the Company and 0971289 on May 15, 2020, and as amended on May 15, 2023, and December 13, 2023, respectively, as more fully described in the Circular.						For <input type="checkbox"/>	Against <input type="checkbox"/>
6. Approval of Amendment to Herb Dhaliwal Unsecured Convertible Debenture. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders of the Company (those shareholders other than Herb Dhaliwal and related affiliates (collectively "Mr. Dhaliwal") approving an amendment to the unsecured convertible debenture as entered into by the Company and Mr. Dhaliwal on December 13, 2023.						For <input type="checkbox"/>	Against <input type="checkbox"/>
7. Other Matters. To transact such other business that may be brought properly before the Meeting and any adjournment or postponement of the Meeting.						For <input type="checkbox"/>	Against <input type="checkbox"/>

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 – Check the box to the right if you would like to receive interim financial statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

Annual Financial Statements – Check the box to the right if you would like to **RECEIVE** the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. See reverse for instructions to sign up for delivery by email.

MM / DD / YY

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

This form of proxy is solicited by and on behalf of Management. Proxies must be received by 10:00 am, Pacific Standard Time, on December 12, 2024.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent them 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 should be signed in the exact manner as the name appears 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 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.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.



To Vote Your Proxy Online please visit:

<https://vote.odysseytrust.com>

You will require the CONTROL NUMBER printed with your address to the right.

For further information on how you may attend the Zoom Meeting please view the Notice of Meeting.

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 <https://odysseytrust.com/ca-en/help/>.

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.