

**4FRONT VENTURES CORP.
FORM OF PROXY
FOR SUBORDINATE PROPORTIONATE VOTING SHARES**

This form of proxy is solicited by management (“Management”) and will be used at the annual and special meeting (the “Meeting”) of the holders (the “Shareholders”) of subordinate voting shares (“Subordinate Voting Shares”), subordinate proportionate voting shares (“Subordinate Proportionate Voting Shares”) and multiple voting shares of 4Front Ventures Corp. (the “Company”) to be held at the offices of the Company at 5060 N. 40th Street, Suite 120, Phoenix, Arizona 85018, on December 21, 2020 at 9:00 a.m. Pacific Time and any and all adjournments and postponements thereof.

The undersigned holder of Subordinate Proportionate Voting Shares, hereby appoints Jake Wooten, the Executive Vice President, Finance, of Scottsdale, Arizona, or failing him, Joe Feltham, the Chief Operating Officer, of Phoenix, Arizona, or instead of either of them, _____ of _____ as proxyholder, with power of substitution, to attend and vote for and act on behalf of the undersigned at the Meeting, and at any poll(s) which may take place in consequence thereof, with the same powers that the undersigned would have if the undersigned were present at the Meeting, and without limiting the foregoing, the said proxy is hereby instructed to vote at the said Meeting as follows:

MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY *BOLDED* TEXT

1. to set the number of directors of the Company at seven (7)) **FOR**
) AGAINST

2. to elect the nominees proposed by Management in the management information circular of the Company dated November 19, 2020 (the “Circular”) as directors of the Company for the ensuing year
 - i) David Daily) **FOR**
) WITHHOLD FROM VOTING
 - ii) Leonid Gontmakher) **FOR**
) WITHHOLD FROM VOTING
 - iii) Chetan Gulati) **FOR**
) WITHHOLD FROM VOTING
 - iv) Kathi Lentzsch) **FOR**
) WITHHOLD FROM VOTING
 - v) Joshua N. Rosen) **FOR**
) WITHHOLD FROM VOTING
 - vi) Eric Rey) **FOR**
) WITHHOLD FROM VOTING
 - vii) Roman Tkachenko) **FOR**
) WITHHOLD FROM VOTING

3. to appoint Davidson & Company LLP as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration) **FOR**
) WITHHOLD FROM VOTING

4. to consider, and if deemed appropriate, to approve, a resolution authorizing an amendment to the articles of the Company to permit the Company to convert at its option the Subordinate Proportionate Voting Shares of the Company to Subordinate Voting Shares of the Company on the basis and on the terms and conditions set out in the proposed amendment, all as more particularly described in the Circular (the “SPVS Conversion Amendment”)) **FOR**
) AGAINST

5. to consider, and if deemed appropriate, to approve, a resolution authorizing an amendment to, and restatement of, the articles of the Company to eliminate the class of Subordinate Proportionate Voting Shares, subject to the SPVS Conversion Amendment being approved and subject to the Company exercising its option to convert the Subordinate Proportionate Voting Shares into Subordinate Voting Shares and there being no Subordinate Proportionate Voting Shares issued and outstanding, on the basis and on the terms and conditions set out in the proposed amendment and restatement, all as more particularly described in) **FOR**
) AGAINST

the Circular

The undersigned hereby revokes any proxies previously given for the Meeting referred to herein.

Dated this _____ day of _____, 2020.

Name of Shareholder (Please Print)

Signature of Shareholder

Number of Subordinate Proportionate Voting Shares being voted

Notes:

(1) THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.

(2) THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE CIRCULAR PRIOR TO VOTING.

(3) All Subordinate Proportionate Voting Shares represented by properly executed and deposited proxies will be voted or withheld from voting in accordance with your instructions contained herein. Unless otherwise indicated, the persons named above, if appointed as proxyholder, will vote 'FOR' each of the above matters. If any amendments or variations to matters identified in the notice of meeting are proposed at the Meeting, or if any other business properly comes before the Meeting, discretionary authority is hereby conferred with respect thereto.

(4) Each registered Shareholder or an intermediary holding shares on behalf of a registered Shareholder has the right to appoint a person or company, who need not be a Shareholder of the Company, to attend and to act for him or her and on his or her behalf at the Meeting or any adjournment or postponement thereof, other than the persons designated above. To exercise such rights, the names of the persons designated by Management to act should be crossed out and the name of the Shareholder's or intermediary's nominee should be legibly printed in the blank space provided.

(5) To be valid, this proxy must be dated and must be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized. A notarized copy of such authorization should accompany this proxy. Persons signing as executors, administrators, trustees, etc. should so indicate. If the proxy is not dated, it shall be deemed to bear the date on which it was mailed to the Shareholder by the Company.

(6) To be effective, this proxy must be deposited at the office of the Company's agent, Alliance Trust Company, 1010, 407 – 2nd Street S.W., Calgary, Alberta, T2P 2Y3, prior to end of business on the second last business day preceding the day of the Meeting or any adjournment or postponement thereof. In order to be valid, proxies must be received by Alliance Trust Company not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment or postponement thereof.