

# PODA HOLDINGS, INC.

**Security Class:  
Subordinate Voting Shares**

## FORM OF PROXY

**Special Meeting to be held on June 22, 2022**

**This Form of Proxy is solicited by and on behalf of Management of Poda Holdings, Inc.**

### Notes to proxy

**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.**

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.

This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

**If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**

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.

This proxy should be read in conjunction with the accompanying documentation provided by Management.

**Proxies submitted must be received by 1:30 PM, Pacific Daylight Savings Time, on June 20, 2022, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.**

VOTING METHODS	
MAIL or HAND DELIVERY	Endeavor Trust Corporation 702 – 777 Hornby Street Vancouver, BC V6Z 1S4
FACSIMILE – 24 Hours a Day	604-559-8908
EMAIL	proxy@endeavortrust.com
ONLINE	As listed on Form of Proxy or Voter Information Card

**If you vote by FAX, EMAIL or Online, DO NOT mail back this proxy.**

**Voting by mail, fax or by email** 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.

# PODA HOLDINGS, INC.

## Appointment of Proxyholder

I/We, being holder(s) of **PODA HOLDINGS, INC.** hereby appoint: **Ryan Selby, Director**, or, failing him, **Ryan Karkairan, Director**

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominee listed herein.

as 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 directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Special Meeting of shareholders of **PODA HOLDINGS, INC.** (the "**Company**") to be held at **the offices of DLA Piper (Canada) LLP, Suite 2800, Park Place 666 Burrard St, Vancouver, British Columbia, Canada on June 22, 2022 at 1:30 PM, Pacific Daylight Savings Time**, and at any adjournment or postponement thereof.

**VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.**

### 1. APPROVAL OF SALE TRANSACTION

**For**

**Against**

To consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in Appendix "A" of the accompanying management information circular (the "**Circular**"), approving the sale of all or substantially all of the undertaking of the Company (the "**Sale Transaction**") in accordance with the *Business Corporations Act* (British Columbia), as contemplated by the asset purchase agreement dated May 13, 2022 (as may be subsequently amended, supplemented or otherwise modified) entered into among the Company, Ryan Selby, Ryan Karkairan, and Altria Client Services LLC, as more particularly described in the Circular.

### 2. APPROVAL OF AMENDMENT TO SHARE TERMS

**For**

**Against**

To consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in Appendix "B" of the accompanying Circular, approving the alteration of PODA's Articles to vary the special rights and restrictions with respect to participation in returns of capital and dividends attached to the subordinate voting shares of the Company, as more particularly described in the Circular.

### 3. APPROVAL OF CAPITAL REDUCTION

**For**

**Against**

To consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in Appendix "C" of the accompanying Circular, approving the reduction in the capital of the subordinate voting shares of the Company to facilitate the distribution of a portion of the net proceeds received by the Company from the Sale Transaction as a return of capital, as more particularly described in the Circular.

**Authorized Signature(s) – This section must be completed for your instructions to be executed.** Signature(s)

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.**

\_\_\_\_\_  
Print Name(s) & Signing Capacity(ies), if applicable

\_\_\_\_\_  
Date (MM-DD-YY)  
**THIS PROXY MUST BE DATED**