



**Avicanna Inc.**

# Form of Proxy – Annual and Special Meeting to be held on May 17, 2023



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

### Appointment of Proxyholder

I/We being the undersigned holder(s) of common shares in the capital of **Avicanna Inc.** ("**Common Shares**") hereby appoint Aras Azadian, CEO or failing this person, Phillip Cardella, CFO

**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 and Special Meeting of Avicanna Inc. (the "**Corporation**") to be held at <https://web.lumiagm.com/#/278946466> on May 17, 2023 at 10:30 A.M. (Toronto time) or at any adjournment thereof.

<b>1. Number of Directors.</b> To set the number of directors to be elected at the Meeting at five (5) and empower the board of directors of the Corporation (the " <b>Board</b> ") to adjust such number between shareholder meetings by way of resolution of the Board in accordance with the Corporation's constating documents.						<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>
<b>2. Election of Directors.</b>	<b>For</b>	<b>Withhold</b>	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
a. Aras Azadian	<input type="checkbox"/>	<input type="checkbox"/>	b. Dr. Chandrakant Panchal	<input type="checkbox"/>	<input type="checkbox"/>	c. Giancarlo Davila Char	<input type="checkbox"/>
d. John McVicar	<input type="checkbox"/>	<input type="checkbox"/>	e. Eileen McCormack	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>
<b>3. Appointment of Auditors.</b> To reappoint Kingston Ross Pasnak LLP as the auditors of the Corporation for the ensuing year and to authorize the Board to fix their remuneration and terms of engagement.						<b>For</b> <input type="checkbox"/>	<b>Withhold</b> <input type="checkbox"/>
<b>4. Special Resolution.</b> To approve an ordinary resolution to amend the terms of 136,250 common share purchase warrants held by ThreeD Capital Inc. (the " <b>Insider Warrants</b> ") to reprice the Insider Warrants from the current exercise price of \$1.10 per Common Share to \$0.55 per Common Share, and extend the expiry date of the Insider Warrants from January 28, 2025 to January 28, 2026.						<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>
<b>5. Name Change.</b> To approve the special resolution authorizing and approving the Corporation to change the name of the Corporation to such name as the Board, in its discretion, may resolve and as may be acceptable to applicable regulatory authorities, if required.						<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>
<b>6. Early Warrant Exercise Incentive Program.</b> To approve an ordinary resolution to approve the Corporation's early warrant exercise incentive program and the participation of certain insiders of the Corporation therein.						<b>For</b> <input type="checkbox"/>	<b>Against</b> <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.**

**MM / DD / YY**

**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.

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

**Proxies must be received by 10:30 AM, Toronto Time, on May 15, 2023.**

**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.

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



**To Vote Your Proxy Online please visit:**

<https://login.odysseytrust.com/pxlogin>

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

You can attend the meeting virtually by visiting

<https://web.lumiagm.com> and entering the meeting ID 278-946-466 information on the virtual AGM and how to attend it, please view the management information circular of the company.

**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.