

LODGE YOUR PROXY

Online: <https://investorcentre.linkmarketservices.co.nz/voting/CBD>

Scan & email: meetings@linkmarketservices.com

Mail:

Use the enclosed reply paid envelope or address to:
Link Market Services
PO Box 91976
Auckland 1142

Deliver:

Link Market Services
Level 30, PwC Tower,
15 Customs Street West, Auckland 1010

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998

enquiries@linkmarketservices.com

PROXY FORM / ADMISSION CARD FOR CANNASOUTH LIMITED'S 2022 ANNUAL MEETING

Notice is given that the Annual Meeting of Cannasouth Limited ("the Company") will be held at the offices of Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland and online at [www.virtualmeeting.co.nz/cbd22](https://investorcentre.linkmarketservices.co.nz/voting/CBD) on Tuesday 28 June 2022 at 11.00am (New Zealand time). Shareholders who will be participating online will require their shareholder number, found on their proxy form, for verification purposes.

You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to <https://investorcentre.linkmarketservices.co.nz/voting/CBD> or by scanning the QR code above with your smartphone.

If you DO NOT propose to ATTEND the Annual Meeting please complete and sign the Proxy Form and Voting Instructions on the following page, and mail it, to be received by Cannasouth Limited's share registry, Link Market Services, no later than **11.00am on Sunday, 26 June 2022**. The "Chairperson of the Meeting" is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. If you wish to appoint the Chairperson, please insert "The Chairperson of the Meeting" in the box on the following page.

Appointment of proxy

A proxy need not be a shareholder of Cannasouth Limited. The Chairman of the Meeting Mr Tony Ho, is willing to act as a proxy. "Chairman of the Meeting" should be inserted as the name of your proxy on the reverse of this form if you wish the Chairman to act. A proxy will vote as directed on the proxy form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions. It is requested that any proxies granted to the Chairman include directions from the shareholder for voting for all resolutions. Given the Chairman has an interest in Resolutions 1 and 3, Mr Ho is not entitled to vote any undirected proxies in respect of Resolutions 1 and 3. If you do not appoint a proxy but have indicated on this form how you wish to vote, the Chairman of the Meeting will vote in accordance with your express instructions.

Voting of your holding

If you appoint a proxy you must either direct the proxy how to vote by ticking the "For", "Against" or "Abstain" box in respect of each resolution OR by ticking the "Proxy Discretion" box in respect of each resolution. A shareholder can direct the proxy holder in respect of one or more resolutions and give the proxy holder discretion in respect of other resolutions. If you tick the "Proxy Discretion" box for a particular resolution, your proxy will decide how to vote that resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting provided the proxy is eligible to vote on that matter. If a Director of the Company has been appointed as your proxy, the Director may vote in favour of the resolution. If you make more than one election in respect of a resolution your vote will be invalid on that resolution.

Voting Restrictions

In respect of resolution 3, those persons that subscribed for any of the previous issue of 10,949,478 shares which are the subject of ratification by that resolution, and any Associated Person of those persons are restricted from voting on resolution 3. If you appoint any such person as your proxy, including the Chair, that person will only be able to vote on Resolution 3 in accordance with your express instructions, as set out in your proxy form.

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this form with you to the Meeting** to assist with your registration. A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for proxy forms

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

This Proxy Form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).

Power of Attorney

If this Proxy Form has been signed under a power of attorney ("POA"), a copy of the POA (unless already noted by the company or its registry) and a signed certificate of non-revocation of the POA must be produced to the company with this form.

Corporate Shareholder

Any corporation that is a shareholder of the Company may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Cannasouth Limited hereby appoint:

_____ of _____
(Full Name) (E-mail Address)

Or _____ of _____
(Full Name) (E-mail Address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of Shareholders of Cannasouth Limited to be held at the offices of Link Market Services, Level 30, PWC Tower, 15 Customs Street West, Auckland, and online at www.virtualmeeting.co.nz/cbd22, on **Tuesday 28 June 2022 commencing at 11.00am** and at any adjournment of that meeting, and to vote as my/our proxy thinks fit on any resolutions to amend any of the resolutions, or any resolution so amended and on any other resolution proposed at the Annual Meeting (or any adjournment thereof) so as to give effect to my/our intention as set out below where possible.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions:

Ordinary Resolutions		For	Tick (✓) in box to vote		Discretion ²
			Against	Abstain ¹	
1.	That Tony Ho be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That RSM Hayes Audit Limited be appointed as auditors of the Company, and that the Board is authorised to fix their remuneration for the forthcoming year ending 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	That shareholders ratify the previous issues of 10,949,478 ordinary fully paid shares (in aggregate) by the Company as scheduled in the Explanatory Notes to this resolution 3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

¹If you mark the 'Abstain' box for a particular resolution, you are directing your proxy NOT to vote on that resolution. If a proxy does not vote on your behalf on a resolution, your votes will not be counted when calculating the majority of that resolution.

² If you tick the 'Proxy Discretion' box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf.

STEP 3: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.