

CSN/Holder Number:

Entitlement Number for Online Applications:

Shareholding as at 5.00pm (NZST) on
22 August 2022:

Instructions for the completion of this Acceptance Form are printed on the reverse. Please read the Offer Document and those Instructions carefully before applying to participate in the Offer. **If you are in any doubt as to how to deal with this Acceptance Form, please consult your broker, financial advisor, investment advisor or your solicitor, accountant or other professional adviser immediately.**

Important: This document requires your immediate attention. You can apply online at <https://cannasouth.rightsoffer.co.nz> or by completing and returning this acceptance form so it is received by 5.00pm (NZST) on 7 September 2022

RENOUNCEABLE RIGHTS OFFER ACCEPTANCE FORM

1 FOR 10 PRO RATA RENOUNCEABLE RIGHTS OFFER OF NEW SHARES AT AN OFFER PRICE OF NZ\$0.30 PER NEW SHARE PAYABLE ON APPLICATION

YOUR RIGHTS ENTITLEMENT

Shares held on the Record Date (at 5.00pm (NZST) on 22 August 2022):	Your Rights entitlement to New Shares	Total application amount payable for your full Rights entitlement at the Offer Price of NZ\$0.30 per New Share:
Existing Shares	New Shares	NZ\$

PART A: Complete this section to apply for ALL or SOME of your rights

Please complete the following to take up some or all of your Rights by subscribing for New Shares at the Offer Price of NZ\$0.30 per New Share. **Please check to ensure that you have applied for the correct amount.**

Number of New Shares applied for (being not more than your entitlement shown above)	Offer Price	Payment Amount (A)
X	NZ\$0.30	= NZ\$

PART B: Complete this section if you want to apply for additional new shares under the Oversubscription Bookbuild and have taken up your rights in full

Any New Shares attributable to Unexercised Rights will be offered for sale in a Oversubscription Bookbuild following the close of the Rights Offer. Additional New Shares applied for under the Oversubscription Bookbuild will be issued at the Bookbuild Price, **which will be equal to or above the Offer Price**. There is no limit to the Bookbuild Price. Please refer to the Offer Document for further detail on the Bookbuild Price and how applications for Additional New Shares in the Oversubscription Bookbuild may be scaled.

Please specify the total dollar amount (if any) that you are willing to pay for Additional New Shares at the Bookbuild Price in the Oversubscription Bookbuild (B). *Only complete if you have applied to take up all of your Rights.	Please state the total dollar amount payable to take up your Rights in full and to apply for any Additional New Shares in the Oversubscription Bookbuild ((A) + (B))
NZ\$	NZ\$

IMPORTANT: If you choose to take up all or some of your Rights entitlement, this fully completed and executed Acceptance Form must be forwarded in the reply paid envelope accompanying the Offer Document (or returned by means of one of the other methods set out in the instructions) so as to be received by Link Market Services Limited (the Registrar) **NOT LATER THAN 5.00 PM (NZST) on Wednesday, 7 September 2022**. If you wish to sell all or some of your Rights, you may do so by selling the part of your Rights that you wish to renounce on the NZX Main Board. If you choose not to take up any of your Rights, any New Shares attributable to your Unexercised Rights will be offered as part of the Oversubscription Bookbuild.

DIRECT DEBIT PAYMENT

Direct debits allow Cannasouth Limited (**Cannasouth**) or its agent to deduct money from your nominated bank account as payment for your Application. Please complete your account details below to make payment by direct debit.

Account Name:

Bank

Branch

Account Number

0
Suffix

Execution

By signing this Acceptance Form and applying for New Shares, you agree to the terms and conditions of the Offer, including the representations and warranties contained in Part 4 of the Offer Document and in this Acceptance Form under the heading "Application Terms", and that Cannasouth or its agent is authorised to direct debit the bank account below for the total dollar amount specified above on any date after the Acceptance Form is received by the Registrar.

Signature(s)*

Date

- * If a company is signing, it must be signed on behalf of the company by a person duly authorised for that purpose.
- * If this Acceptance Form is signed under a power of attorney, the certificate of non-revocation of power of attorney must accompany this Acceptance Form.

Contact Number

Email Address

THIS FULLY COMPLETED AND EXECUTED FORM MUST BE RETURNED SO AS TO BE RECEIVED NOT LATER THAN 5.00 PM (NZST) ON 7 SEPTEMBER 2022

EXPLANATORY NOTES & APPLICATION TERMS

This Acceptance Form and the Offer Document do not constitute an offer to sell, or a solicitation of an offer to buy, any securities to any person in the United States, or in any other jurisdiction in which such an offer would be illegal. This Acceptance Form may not be distributed or released in the United States. The Rights and the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act") or the securities laws of any state or other jurisdiction of the United States, and the Rights may not be taken up or exercised by, and the New Shares may not be offered or sold, directly or indirectly, in the United States or to persons that are acting for the account or benefit of a person in the United States. The Rights and the New Shares may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

By returning the Acceptance Form I/We:

1. Acknowledge that the Acceptance Form was distributed with the Offer Document for the Offer and that I/we have read and understood this Acceptance Form, the Offer Document (including the section "Important Information" and "Terms of the Offer") in their entirety and agree to be bound by the terms and conditions of the Offer in the Offer Document and this Acceptance Form.
2. Acknowledge that the information contained in the Offer Document and the Acceptance Form is not a recommendation to acquire New Shares or financial product advice or that the New Shares are suitable for me/us, given my/our investment objectives, financial or taxation situation or particular needs.
3. Represent and warrant to Cannasouth that all details and statements in the Acceptance Form are complete and accurate.
4. Represent and warrant to Cannasouth that I am/we are an Eligible Shareholder, and agree to indemnify Cannasouth for any loss suffered as a result of any breach by me/us of the selling restrictions applicable to the Offer (including those set out in "Terms of the Offer" of the Offer Document ("International Offer Restrictions")).
5. Represent and warrant to Cannasouth that I am/we are not in the United States and am/are not acting for the account or benefit of a person in the United States, and I/we are not otherwise a person to whom it would be illegal to make an offer or issue of Rights or New Shares under the Offer and under any applicable laws and regulations.
6. Represent and warrant to Cannasouth that I/we have not sent the Offer Document or Acceptance Form to any person in the United States.
7. Apply for the number of New Shares in respect of the total dollar amount specified in the Acceptance Form and agree to be issued such number of New Shares (or, in the case of Additional New Shares applied for in the Oversubscription Bookbuild, such lesser number of New Shares as may be allocated to me/us due to rounding or scaling).
8. Acknowledge that once the Acceptance Form is returned, the application may not be varied or withdrawn except as required by law.
9. Authorise Cannasouth to do anything on my/our behalf necessary for the New Shares to be issued to me/us, including executing any documents to effect the issue of New Shares.

EXPLANATION OF RIGHTS

1. Eligible Shareholders will receive 1 Right per 10 Existing Shares in Cannasouth held as at 5.00pm (NZST) on the Record Date. This Acceptance Form sets out how many New Shares you are entitled to subscribe for at NZ\$0.30 per New Share based on how many Rights you hold. If you are an Eligible Shareholder, you may take up all or some of your Rights or none at all.
2. If you do not take up your Rights and wish to sell them, you may do so by instructing a NZX Firm to sell those Rights. If you sell your Rights, your shareholding will be diluted.
3. If you choose to not take up or sell your Rights or take up or sell only some of your Rights, any New Shares attributable to your Unexercised Rights will be offered as part of the Oversubscription Bookbuild. In such case, your shareholding will be diluted.
4. The Rights may only be exercised by purchasers that meet eligibility requirements. In particular, Rights may not be exercised by purchasers that are in the United States or who are acting for the account or benefit of persons in the United States.
5. Applications, once made, cannot be withdrawn.
6. If you have any questions about the Offer, please consult your broker, or your financial, investment or other professional advisor.

EXPLANATION OF OVERSUBSCRIPTION BOOKBUILD

1. If you have taken up all of your Rights in full and you wish to subscribe for Additional New Shares under the Oversubscription Bookbuild at the Bookbuild Price, you must indicate on this Acceptance Form the total dollar amount that you are willing to pay for such Additional New Shares at the Bookbuild Price (being, (B) on the front of this form). **The Bookbuild Price will be equal to or above the Offer Price.** The Bookbuild Price will be determined following completion of the Oversubscription Bookbuild, which is expected to occur after market close on 9 September 2022. It is possible that up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Bookbuild Price.
2. The number of Additional New Shares that you will be issued will be determined by dividing the total dollar amount you have indicated that you are willing to pay for Additional New Shares by the Bookbuild Price (subject to scaling). The number of Additional New Shares to be issued to you will be rounded down to the nearest whole number. Any refunds of application monies due to scaling of applications or applications not being accepted under the Oversubscription Bookbuild will be made within five business days following the Allotment Date (without interest). If there is a difference of less than \$5 between the dollar amount of New Shares for which you apply through the Oversubscription Bookbuild and the value (based on the Bookbuild Price) of the New Shares you receive through the Oversubscription Bookbuild, this will be retained by Cannasouth. Refunds will be made by direct credit only to the bank account held by the Registrar.

APPLICATION INSTRUCTIONS

1. This application constitutes an irrevocable and unconditional offer by the applicant to subscribe for the total dollar amount of New Shares specified in the Acceptance Form, on the terms and conditions set out in the Offer Document and this Acceptance Form.
2. The subscription price payable upon application for each New Share under the Rights Offer is NZ\$0.30, and the subscription price payable upon application for each New Share under the Oversubscription Bookbuild is the Bookbuild Price.
3. Payments are to be made in New Zealand dollars by direct debit as per the instructions in the enclosed Offer Document. You cannot specify a direct debit date and you must ensure that a New Zealand bank account is supplied and is a transactional account eligible for direct debit transactions. Please note that online saving accounts may not be direct debitable. You must also ensure that the bank account details supplied are correct; sufficient funds are available in the bank account for direct debit on the day the Registrar receives the Acceptance Form; and the person(s) giving the direct debit instruction has/have the authority to operate the account solely/jointly. Should your direct debit fail, your application may be rejected. The Registrar will not be able to process your direct debit if you do not sign and date the Acceptance Form. If requested, the Registrar will provide you with a direct debit authority form.
4. An application by a company must be signed on behalf of the company by a person/persons duly authorised for that purpose.
5. Joint holders **must all sign**.
6. An application may be executed by an attorney, in which case the relevant Power of Attorney (and certificate of non-revocation) must accompany this Acceptance Form.
7. If the Acceptance Form is not completed correctly, or if payment is for the wrong amount, it may still be treated as valid. Applicants will not however be treated as having offered to purchase a greater number of New Shares other than the number for which payment is made. Application monies will be banked upon receipt into an account. Interest earned on that account will be paid to Cannasouth.
8. Expressions defined in the Offer Document have the same meanings in the Acceptance Form. The Acceptance Form is governed by New Zealand law. Personal information provided by you will be held by Cannasouth or the Registrar, at the addresses shown in the Directory of the Offer Document or at such other place as is notified upon request. This information will be used for the purpose of administering your investment. Under the Privacy Act 2020, you have the right to access and correct any personal information held about you.
9. When completed, the Acceptance Form should be delivered to the Registrar in accordance with one of the methods specified below.
10. Applications must be received by the Registrar by no later than **5.00pm (NZST) on Wednesday, 7 September 2022**. Cannasouth may amend this date at its discretion, subject to any necessary regulatory approvals.

MAIL	Place this completed Acceptance Form in the reply paid envelope provided or mail to Link Market Services, PO Box 91976, Victoria Street West, Auckland 1142
DELIVER	Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland
SCAN AND EMAIL	applications@linkmarketservices.co.nz . Please use "Cannasouth Offer" as the email subject.
ONLINE APPLICATIONS	You may also apply online. Online application is encouraged. To do so, you must complete an online application at https://cannasouth.rightsoffer.co.nz by no later than 5.00pm (NZST) on Wednesday, 7 September 2022. If you make an application online, you are not also required to complete and return this hardcopy Acceptance Form. Once your application has been completed successfully you will be emailed an application confirmation which you should keep for your records.