



CARBEEZA INC.
(the "Company")

FORM OF PROXY

Annual General and Special Meeting Meeting to be held on September 27, 2022 at 10:00 a.m. (MT)
at the offices of McLeod Law LLP, 500-707-5th Street SW, Calgary, Alberta, T2P 1V8
Proxies must be received by **10:00 a.m. (MT) on September 23, 2022**

VOTING METHOD	
INTERNET	Go to https://css.olympiatrust.com/pxlogin and enter the 12-digit control number shown on reverse.
EMAIL	proxy@olympiatrust.com
FACSIMILE	(403) 668-8307
MAIL	Olympia Trust Company PO Box 128, STN M Calgary, AB T2P 2H6 Attn: Proxy Dept.

The undersigned hereby appoints **Sandro Torrieri, Chief Executive officer and Director of Carbeeza Inc.** (the "Corporation"), or failing him, **Joanna Hampton, Chief Financial Officer**, of the Corporation (the "Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED** TEXT

1. Number of Directors	FOR	AGAINST
To set the number of directors to be elected at the Meeting at six (6).	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Directors	FOR	WITHHOLD
a) Sandro Antoni Torrieri	<input type="checkbox"/>	<input type="checkbox"/>
b) Evan Baptie	<input type="checkbox"/>	<input type="checkbox"/>
c) Niel Hiscox	<input type="checkbox"/>	<input type="checkbox"/>
d) Ron Hozjan	<input type="checkbox"/>	<input type="checkbox"/>
e) Maria Nathanail	<input type="checkbox"/>	<input type="checkbox"/>
f) Ibrahim Gedeon	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors	FOR	WITHHOLD
Appointment of MNP LLP, Chartered Professional Accountants as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution	FOR	AGAINST
1. The new stock option plan (the " 2022 Option Plan ") of Carbeeza Inc. (the " Corporation ") in substantially the form attached as Schedule "A" to the management information circular of the Corporation dated August 18, 2022, is hereby ratified, confirmed and approved, subject to acceptance by the TSX Venture Exchange (the " TSX-V ").		
2. All unallocated options to acquire common shares of the Corporation, rights or other entitlements available under the 2022 Option Plan are hereby approved and authorized.		
3. The board of directors of the Corporation on behalf of the Corporation is authorized and directed to make any changes to the 2022 Option Plan as may be required by regulatory authorities, including the TSX-V, without further approval of the shareholders of the Corporation, in order to ensure the adoption of the 2022 Option Plan.	<input type="checkbox"/>	<input type="checkbox"/>
4. Any one director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to execute and deliver all documents and instruments and take such other actions as such director or officer may determine to be necessary or desirable to implement this ordinary resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions.		

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

<p>PLEASE PRINT NAME</p>	<p>Signature of registered owner(s) Date (MM/DD/YYYY)</p>
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Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com.

I am currently a security holder of the Company and as such request the following:

Interim Financial Statements with MD&A – Check the box to the right if you would like to **RECEIVE** interim financial statements and accompanying Management's Discussion & Analysis by mail.

Annual Financial Statements with MD&A – Check the box to the right if you would like to **DECLINE** to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.



Proxy Voting – Guidelines and Conditions

1. This proxy is solicited by management of the corporation.
2. This proxy should be read in conjunction with the meeting materials prior to voting.
3. If you appoint the Management Nominee 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 the Resolution above. 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.
4. Each holder of a common share ("Shareholder") has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment(s) or postponement(s) thereof. Such right may be exercised by inserting in the space labeled "Please print appointee name", the name of the person to be appointed, who need not be a Shareholder of the Corporation.
5. **The proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that properly come before the Meeting or any adjournment(s) or postponement(s) thereof.**
6. To be valid, this proxy must be signed by a Shareholder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your holdings are registered. If the Shareholder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.
7. If the position is registered in the name of an executor, administrator or trustee, please sign exactly as the position is registered. If the position is registered in the name of a deceased or other Shareholder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other Shareholder must be attached to this proxy.
8. Some Shareholders may own holdings as both a registered and a beneficial Shareholder; in which case you may receive more than one management information circular and will need to vote these positions separately. Beneficial Shareholders may be forwarded either a form of proxy already signed by the intermediary, or a voting instruction form to allow them to direct the voting of holdings they beneficially own. Beneficial Shareholders should follow instructions for voting conveyed to them by their intermediaries.
9. If a position is held by two or more persons, any one of them represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are represented by proxy, they must vote together in respect of that position.
10. To be valid, this proxy must be filed using one of the Voting Methods and must be received by the Corporation's transfer agent, Olympia Trust Company, before 10:00 a.m. (MT) on September 25, 2022, or in the case of any adjournment(s) or postponement(s) of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.