

Appendix C to National Instrument 41-101
General Prospectus Requirements

**Non-Issuer Form of Submission to
Jurisdiction and Appointment of
Agent for Service of Process**

1. Name of issuer (the “Issuer”):

Auxly Cannabis Group Inc.
2. Jurisdiction of incorporation, or equivalent, of Issuer:

British Columbia.
3. Address of principal place of business of Issuer:

777 Richmond St. W, Unit 002, Toronto, ON, M6J 0C2
4. Description of securities (the “Securities”):

Units consisting of one common share and one-half of one common share purchase warrant.
5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:

December 10, 2020.
6. Name of person filing this form (the “Filing Person”):

Conrad Tate.
7. Filing Person’s relationship to Issuer:

Director.
8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:

Bristol, UK.
9. Address of principal place of business of Filing Person:

777 Richmond St. W, Unit 002, Toronto, ON, M6J 0C2
10. Name of agent for service of process (the “Agent”):

Owens Wright LLP.

11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):

20 Holly Street, Suite 300, Toronto, Ontario, M4S 3B1.
12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
 - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces of Canada in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province,in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of Ontario.

[Signature page follows]

Dated: *December 10, 2020*

(Signed) Conrad Tate
Signature of Filing Person

Conrad Tate
Print name of person signing and, if the Filing
Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of Conrad Tate under the terms and conditions of the appointment of agent for service of process stated above.

OWENS WRIGHT LLP

Dated: *December 10, 2020*

(Signed) Paul De Luca

Signature of Agent

Paul De Luca, Partner

Print name of person signing and, if Agent is not an individual, the title of the person