

AUXLY CANNABIS GROUP INC.
(the “Corporation”)

Annual General and Special Meeting of Shareholders
Held on June 28, 2021

REPORT OF VOTING RESULTS
(Section 11.3 of National Instrument 51-102)

In accordance with section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, this report briefly describes the matters voted upon and the outcome of the votes at the Annual General and Special Meeting of Shareholders of the Corporation held on June 28, 2021.

1. Election of Directors

Each of the following individuals were elected as directors of the Corporation for a term expiring at the conclusion of the next annual meeting of shareholders of the Corporation, or until their successors are elected or appointed. The voting results were as follows:

Name of Nominee	Votes cast FOR	% of votes cast FOR	Votes WITHHELD	% of votes WITHHELD
Genevieve Young	131,461,957	99.02%	1,295,682	0.98%
Hugo Alves	120,080,514	90.45%	12,677,125	9.55%
Troy Grant	122,648,361	92.39%	10,109,278	7.61%
Vikram Bawa	131,324,741	98.92%	1,432,898	1.08%
Conrad Tate	131,563,772	99.10%	1,190,867	0.90%

2. Appointment of Auditors

Ernst & Young LLP was re-appointed as the auditor of the Corporation until the next annual meeting of shareholders or until its successor is appointed and the directors of the Corporation were authorized to fix the remuneration of such auditor. The voting results were as follows:

Votes cast FOR	% of votes cast FOR	Votes WITHHELD	% of votes WITHHELD
132,406,346	99.74%	351,293	0.26%

3. Imperial Amendment Resolution

The ordinary resolution approving the consummation of the matters contemplated by the Amending Agreement dated April 19, 2021 between the Corporation and Imperial Brands plc to amend the Corporation’s existing Convertible Debenture and the Investor Rights Agreement, as further described in the Corporation’s management information circular dated May 20, 2021 (the “**Circular**”), was approved by the Minority Shareholders (as defined in the Circular) and the voting results were as follows:

Votes cast FOR⁽¹⁾	% of votes cast FOR⁽¹⁾	Votes AGAINST⁽¹⁾	% of votes AGAINST⁽¹⁾
125,505,211	99.26%	936,854	0.74%

(1) Excludes the common shares of the Corporation beneficially owned or controlled, directly or indirectly, by Imperial (as defined in the Circular) or its affiliates.

4. Amended and Restated Omnibus Plan Resolution

The ordinary resolution approving and adopting the Amended and Restated Omnibus Incentive Plan of the Corporation, as further described in the Circular, was approved and the voting results were as follows:

Votes cast FOR	% of votes cast FOR	Votes AGAINST	% of votes AGAINST
122,483,707	92.26%	10,273,932	7.74%

Each of the matters set out above is described in greater detail in the Circular, which is available on SEDAR at www.sedar.com.