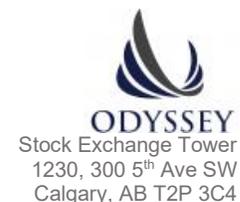


Duckhorn Ventures Ltd.

Form of Proxy – Annual General and Special Meeting to be held on November 19, 2021



Appointment of Proxyholder

I/We being the undersigned holder(s) of Duckhorn Ventures Ltd. hereby appoint **Jeff Barber** or failing this person, **Mike Castanho**

OR **Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:**

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of Duckhorn Ventures Ltd. to be held at **the offices of Pushor Mitchell LLP, 301 1665 Ellis Street, Kelowna, BC at 10:00am (Kelowna time) on November 19, 2021** or at any adjournment thereof.

1. Number of Directors. To either: (i) set the number of directors to be elected at the Meeting, at three (3) to hold office until the close of the next annual meeting of Shareholders or until their successors are duly elected or appointed AND (ii) subject to the approval of the Continuance Resolution (as defined below) to set the number of directors to be elected at the Meeting, at six (6) to hold office, until the close of the next annual meeting of Shareholders or until their successors are duly elected or appointed.	For	<input type="checkbox"/>	Against	<input type="checkbox"/>
2. A. Election of Directors – First Duckhorn Nominees.	For	<input type="checkbox"/>	Withhold	<input type="checkbox"/>
a. Jeff Barber	<input type="checkbox"/>	<input type="checkbox"/>	b. Anthony Alvaro	<input type="checkbox"/> <input type="checkbox"/>
			c. Mike Castanho	<input type="checkbox"/> <input type="checkbox"/>
B. Election of Directors – Second Duckhorn Nominees	For	<input type="checkbox"/>	Withhold	<input type="checkbox"/>
a. Jeff Barber	<input type="checkbox"/>	<input type="checkbox"/>	b. Gregory Robb	<input type="checkbox"/> <input type="checkbox"/>
			c. James Baker	<input type="checkbox"/> <input type="checkbox"/>
d. Brad Wall	<input type="checkbox"/>	<input type="checkbox"/>	e. Michael Graham	<input type="checkbox"/> <input type="checkbox"/>
			f. Philip Hughes	<input type="checkbox"/> <input type="checkbox"/>
3. Appointment of Auditors. To appoint Davidson & Company LLP as the auditor to hold office until the close of the next annual meeting of the Shareholders.	For	<input type="checkbox"/>	Withhold	<input type="checkbox"/>
4. Special Resolution Continuance Resolution. To consider and, if thought fit, to pass, with or without variation, a special resolution to approve the continuance of Duckhorn from the Province of British Columbia to the Province of Alberta, as more particularly set forth in the joint management information circular of Duckhorn and Helium dated October 22, 2021 (the “Circular”).	For	<input type="checkbox"/>	Against	<input type="checkbox"/>
5. Option Plan Resolution. To approve the Duckhorn’s stock option plan of the Corporation, as more particularly set forth Circular.	For	<input type="checkbox"/>	Against	<input type="checkbox"/>
6. Appointment of Auditors. In the event the Transaction (as defined in the Circular) is completed, to appoint KPMG LLP as the auditors of Duckhorn for the ensuing year and to authorize the Duckhorn Board to fix the remuneration to be paid to the auditors;	For	<input type="checkbox"/>	Withhold	<input type="checkbox"/>

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(s):

Date

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by Management.**

_____/_____/_____
MM / DD / YY

Interim Financial Statements – Check the box to the right if you would like to **RECEIVE** Interim Financial Statements and accompanying Management’s Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

Annual Financial Statements – 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.

This form of proxy is solicited by and on behalf of Management.

Proxies must be received by 10:00 am, (Kelowna time), on November 17, 2021.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Annual General and Special Shareholders Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided above. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:



To Vote Your Proxy Online please visit:

<https://login.odysseytrust.com/pxlogin> and

VOTE

click on **VOTE**. You will require the **CONTROL NUMBER** printed with your address to the right. If you vote by Internet, do not mail this proxy. To request the receipt of future documents via email and/or to sign up for

Shareholder Address and Control Number Here

Securityholder Online services, you may contact Odyssey Trust Company at www.odysseycontact.com

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.