

Security Class

Holder Account Number

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Form of Proxy - Special Meeting to be held on February 23, 2021

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) 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 in favour or withheld from voting or voted against each of the matters described herein, as applicable, 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 or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 5:00 pm (Toronto Time), on February 19, 2021.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

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.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of of Pinehurst Capital II Inc. hereby appoint(s):
David Rosenkrantz, or failing him, Ilana Prussky, or failing her, Paul De Luca,
or failing him, Tracy Graf

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 shareholder 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 Special Meeting of shareholders of Pinehurst Capital II Inc. (the "Corporation") to be held at 130 King St. West, Suite 2210, Toronto, Ontario, M5X 1E4 on February 23, 2021 at 2:00 pm (Toronto Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Approval of Elimination of the Requirement to Complete a Qualifying Transaction Within 24 Months of Listing Date and Associated Consequences

Subject to the approval of the TSX Venture Exchange (the "Exchange"), to consider and, if deemed appropriate, approve with or without amendment, the removal of the potential consequences of the Corporation failing to complete a Qualifying Transaction (as defined in Policy 2.4 – *Capital Pool Companies* in the Corporate Finance Manual of the Exchange ("**Policy 2.4**") within 24 months after the date of listing of the common shares of the Corporation on the Exchange in accordance with the updates to Policy 2.4 which became effective January 1, 2021.

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For **Against**

2. Approval of Amendments to the Escrow Agreement

Subject to the approval of the Exchange, to consider and, if deemed appropriate, approve with or without amendment, the amendment to the Corporation's escrow agreement dated February 7, 2019 (the "Escrow Agreement") to make the changes as are deemed necessary for the Escrow Agreement to reflect the updates to Policy 2.4, including the changes to the escrow release schedule contained in Policy 2.4.

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

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.**

Signature(s)

Date

DD / MM / YY



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