

MUSTGROW BIOLOGICS CORP. (the "Company")

REPORT OF VOTING RESULTS

**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
HELD ON JUNE 29, 2023**

Section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*

The following is the Report on Voting for the Annual General and Special Meeting of the shareholders of the Company ("**Shareholders**") held on Thursday, June 29, 2023 ("**Meeting**"). **All matters that were placed before the Shareholders for consideration at the Meeting were approved.**

A total of 9,030,820 common shares of the Company ("**Common Shares**") representing 18.18% of the Company's issued and outstanding Common Shares were voted in connection with the Meeting.

	<u>Outcome of Vote</u>	<u>Votes For</u>	<u>Votes Against</u>
1. To fix the number of directors to be elected at the Meeting at seven.	Approved	9,025,298 99.94%	5,522 0.06%
	<u>Outcome of Vote</u>	<u>Votes For</u>	<u>Votes Withheld</u>
2. The election of the following directors:			
(a) Corey Giasson	Approved	8,958,408 99.20%	72,412 0.80%
(b) Colin Bletsky	Approved	8,996,698 99.62%	34,122 0.38%
(c) Brad Munro	Approved	8,996,698 99.62%	34,122 0.38%
(d) Thomas Flow	Approved	8,736,398 96.74%	294,422 3.26%
(e) Matt Kowalski	Approved	8,996,698 99.62%	34,122 0.38%
(f) David Borecky	Approved	8,998,898 99.65%	31,922 0.35%
(g) Laura Westby	Approved	9,025,298 99.94%	5,522 0.06%
	<u>Outcome of Vote</u>	<u>Votes For</u>	<u>Votes Against</u>
3. Appointment of Ernst & Young LLP, as auditors of the Company and authorizing the directors to fix their remuneration.	Approved	9,026,020 99.95%	4,800 0.05%

	<u>Outcome of Vote</u>	<u>Votes For</u>	<u>Votes Against</u>
4. Re-approval of the omnibus equity incentive plan.	Approved	8,986,898 99.51%	43,922 0.49%