

CONCERNED SHAREHOLDERS OF GROWMAX RESOURCES CORP.

FORM OF PROXY – REGISTERED SHAREHOLDERS

THIS YELLOW PROXY MUST BE RECEIVED BY 8:00 A.M. CALGARY TIME ON FRIDAY, SEPTEMBER 21, 2018.

THIS YELLOW FORM OF PROXY (“**Yellow Proxy**”) IS SOLICITED BY OR ON BEHALF OF Kulwant Malhi and BullRun Capital Inc., each in their capacity as a shareholder (collectively, the “**Concerned Shareholders**”), and not by or on behalf of the board of directors or management of GrowMax Resources Corp. (the “**Corporation**”) or by any of the Concerned Shareholders in his capacity as an officer or employee of the Corporation. This YELLOW Proxy should be read in conjunction with the accompanying Concerned Shareholders’ proxy circular dated September 10, 2018 (the “**Concerned Shareholders’ Circular**”) for the annual general and special meeting of shareholders of the Corporation to be held at McCarthy Tetrault, 421 7 Ave SW, Calgary, AB, T2P 4K9 on Tuesday, September 25, 2018 (the “**Meeting**”) at 10:00 a.m. (Calgary Time) and at any adjournment(s) or postponement(s) thereof.

PLEASE SEE INSTRUCTIONS ON REVERSE WHICH FORMS A PART OF THIS YELLOW PROXY

The undersigned shareholder(s) of the Corporation hereby appoint(s) Kulwant Malhi or, failing him, Alfred Wong, or instead of either of the foregoing, _____, as the proxyholder of the undersigned (the “**Proxy Nominee**”), to attend and act for and on behalf of and to vote all of the common shares of the Corporation owned or held by the undersigned at the Meeting and any adjournment(s) or postponement(s) thereof, with full power of substitution and with all the powers that the undersigned could exercise with respect to the said common shares as if the undersigned were personally present thereat, and **with authority to vote at the said Proxy Nominee’s discretion except as otherwise specified herein and to vote and act in said Proxy Nominee’s discretion with respect to any amendments or variations of those matters referred to herein and with respect to any other matters which may properly be brought before the Meeting and any adjournment(s) or postponement(s) thereof.**

THE CONCERNED SHAREHOLDERS RECOMMEND A VOTE FOR ITEMS 2, 3, 4 AND 6 AND AGAINST ITEMS 1, 5, 7 AND 8.

- | | | | | | | | | | | | | | | | | |
|--|--|--|--------------------------|--------------------------|--|--|------------|--------------------------|--------------------------|--------------------------|------------------|-------------------|----------------|-----------------|--|--|
| <p>1 PROPOSED PRIMASEA ACQUISITION – To consider and, if thought appropriate, to approve, with or without variation, a resolution approving the acquisition of PrimaSea Holdings Ltd. by the Corporation.</p> | <p>For
<input type="checkbox"/></p> | <p>Against
<input type="checkbox"/></p> | | | | | | | | | | | | | | |
| <p>2 NUMBER OF DIRECTORS – To set the number of directors of the Corporation at four (4), which shall be considered and deemed to be a vote against the resolution to set the number of directors at six (6) proposed in the Corporation’s information circular and accompanying form of proxy.</p> | <p>For
<input type="checkbox"/></p> | <p>Against
<input type="checkbox"/></p> | | | | | | | | | | | | | | |
| <p>3 ELECTION OF DIRECTORS – The election of the Concerned Shareholders’ nominees as directors of the Corporation, as further described in the Concerned Shareholders’ Circular.</p> | | | | | | | | | | | | | | | | |
| <table border="0"> <tr> <td style="padding-right: 20px;"> <table border="0"> <tr> <td style="padding-right: 10px;">For</td> <td>Withhold</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table> </td> <td style="padding-right: 20px;"> <table border="0"> <tr> <td style="padding-right: 10px;">For</td> <td>Withhold</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table> </td> </tr> <tr> <td>1. Kulwant Malhi</td> <td>3. Michael Sadhra</td> </tr> <tr> <td>2. Alfred Wong</td> <td>4. Pratap Reddy</td> </tr> </table> | <table border="0"> <tr> <td style="padding-right: 10px;">For</td> <td>Withhold</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table> | For | Withhold | <input type="checkbox"/> | <input type="checkbox"/> | <table border="0"> <tr> <td style="padding-right: 10px;">For</td> <td>Withhold</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table> | For | Withhold | <input type="checkbox"/> | <input type="checkbox"/> | 1. Kulwant Malhi | 3. Michael Sadhra | 2. Alfred Wong | 4. Pratap Reddy | | |
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| For | Withhold | | | | | | | | | | | | | | | |
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| For | Withhold | | | | | | | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | |
| 1. Kulwant Malhi | 3. Michael Sadhra | | | | | | | | | | | | | | | |
| 2. Alfred Wong | 4. Pratap Reddy | | | | | | | | | | | | | | | |
| <p>4 APPOINTMENT OF AUDITORS – To appoint PricewaterhouseCoopers LLP, Chartered Accountants, of Calgary, Alberta as the auditors of the Corporation, at a remuneration to be fixed by the board of directors.</p> | <p>For
<input type="checkbox"/></p> | <p>Withhold
<input type="checkbox"/></p> | | | | | | | | | | | | | | |
| <p>5 EQUITY INCENTIVE PLAN – To consider and, if thought appropriate, to approve, with or without variation, a resolution approving a new equity incentive plan for the Corporation.</p> | <p>For
<input type="checkbox"/></p> | <p>Against
<input type="checkbox"/></p> | | | | | | | | | | | | | | |
| <p>6 NEW GENERAL BY-LAW – To consider and, if thought appropriate, to approve, with or without variation, a resolution approving a new general by-law for the Corporation.</p> | <p>For
<input type="checkbox"/></p> | <p>Against
<input type="checkbox"/></p> | | | | | | | | | | | | | | |
| <p>7 ADVANCE NOTICE BY-LAW – To consider and, if thought appropriate, to approve, with or without variation, a resolution approving the advance notice by-law for the Corporation.</p> | <p>For
<input type="checkbox"/></p> | <p>Against
<input type="checkbox"/></p> | | | | | | | | | | | | | | |
| <p>8 SHARE CONSOLIDATION – To consider and, if thought appropriate, to approve, with or without variation, a resolution approving the consolidation of the outstanding common shares of the Corporation on the basis of six (6) pre-consolidation common shares for every one post-consolidation common share.</p> | <p>For
<input type="checkbox"/></p> | <p>Against
<input type="checkbox"/></p> | | | | | | | | | | | | | | |

Authorized Signature(s) – The undersigned hereby revokes any proxy previously given with respect to the Meeting.

Signature(s) of Shareholder(s): _____

Date: _____

INSTRUCTIONS FOR COMPLETION OF YELLOW PROXY

1. You have the right to appoint a proxyholder other than the persons designated by the Concerned Shareholders, who need not be a shareholder, to attend and act on your behalf at the Meeting. If you wish to appoint a person or company other than the persons designated in this YELLOW Proxy, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. This YELLOW Proxy, to be valid, must be signed and dated by a shareholder or by his or her attorney authorized in writing or, where a shareholder is a corporation, by a duly authorized officer or attorney of the corporation. This YELLOW Proxy should be signed in the exact manner as the name appears on the YELLOW Proxy.
3. If this YELLOW Proxy is not dated, it will be deemed to bear the date on which it is received by Laurel Hill Advisory Group.
4. The common shares represented by this YELLOW 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 upon, the common shares will be voted accordingly. This YELLOW Proxy confers discretionary authority on the Proxy Nominee to vote as he or she sees fit in respect of each matter set forth herein if no choice is specified and in respect of any amendments or variations of those matters referred to herein or with respect to any other matters which may properly be brought before the Meeting or at any adjournment(s) or postponement(s) thereof. If you do not direct your vote in respect of any matter, the Proxy Nominee designated by the Concerned Shareholders in this YELLOW Proxy will vote FOR items 2, 3, 4 and 6 and AGAINST items 1, 5, 7 and 8.
5. This YELLOW Proxy, to be effective, must be received by Laurel Hill Advisory Group by 8:00 a.m. (Calgary time) on Friday, September 21, 2018. Accordingly, you are urged to sign, date and return your YELLOW Proxy by following the return instructions provided below. In the case of any adjournment(s) or postponement(s) of the Meeting, your YELLOW Proxy must be received by no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of such reconvened meeting so that it can be delivered to the Corporation's registrar and transfer agent to be used at the reconvened meeting. **Although the Concerned Shareholders will continue to accept proxies received up until the time of the Meeting and attempt to deliver any proxies received for use at the Meeting, shareholders are urged to submit their proxies by the deadline set forth below.**
6. This YELLOW Proxy supersedes and revokes any prior proxy made by the undersigned with respect to voting of these securities at such Meeting or any adjournment thereof.
7. If the number of shares represented by this YELLOW Proxy is not indicated, then all shares registered in the name of the shareholder will be deemed to be represented by this YELLOW Proxy.

Complete, sign, date and return this YELLOW Proxy by
8:00 a.m. (Calgary Time) on Friday, September 21, 2018.

VOTE BY EMAIL

@

assistance@laurelhill.com

VOTE BY FAX



416-646-2415

VOTE BY MAIL



Laurel Hill Advisory Group
70 University Ave, Suite 1440,
Toronto, Ontario, M5J 2M4.

QUESTIONS MAY BE DIRECTED TO THE PROXY SOLICITOR FOR THE CONCERNED SHAREHOLDERS:



NORTH AMERICAN TOLL-FREE: 1-877-452-7184 (416-304-0211 collect)
EMAIL: assistance@laurelhill.com

Visit www.laurelhill.ca/abetter-growmax/ For More Information