

SPYDER CANNABIS INC.

Form of Proxy

For the Annual and Special Meeting of Shareholders

The undersigned holder of common shares ("**Common Shares**") of Spyder Cannabis Inc. (the "**Corporation**") hereby appoints Cameron Wickham, Chief Executive Officer and Corporate Secretary of the Corporation, or failing him, Mark Pelchovitz, Director of the Corporation or instead of either of the foregoing,

(name of appointee – please print)

as proxyholder of the undersigned, with full power of substitution, to attend, act and vote for and on behalf of the undersigned at the annual and special meeting of the shareholders of the Corporation (the "**Meeting**") to be held at 7941 Jane Street, Unit 2, Concord, Ontario, L4K 2M7 at 10:00 a.m. (Toronto time) on Monday, July 12, 2021, and at any adjournment or adjournments thereof, and on every ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were personally present at the Meeting or such adjournment thereof, with authority to vote at the said proxyholders' discretion, except as otherwise specified below.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the Common Shares represented by this proxy in the following manner:

1. Appointment of Auditor

The appointment of Stern & Lovrics LLP, Chartered Professional Accountants as the auditor of the Corporation for the ensuing year and the authorization of the board of directors of the Corporation to fix the remuneration of the auditor.

For Withhold

2. Election of Directors

- (a) Mark Pelchovitz
- (b) Cameron Wickham
- (c) Steven Glaser
- (d) Daniel Pelchovitz
- (e) Marc Askenasi

For Withhold

3. Compensation Plan

To consider and, if thought fit, to pass, with or without variation, an ordinary resolution of the disinterested shareholders approving the Corporation's omnibus incentive plan.

For Against

4. Change in Listing

To consider and, if thought fit, to pass, with or without variation, an ordinary resolution of the minority shareholders to authorize and approve the delisting of the Common Shares from the TSX Venture Exchange and the listing of the Common Shares on the Canadian Securities Exchange or another stock exchange.

For Against

5. Change in Name

To consider and, if thought fit, to pass, with or without variation, a special resolution authorizing the Corporation to amend its articles of incorporation to change the name of the Corporation to a name determined by the board in its sole discretion.

For Against

6. Share Consolidation

To consider and, if thought fit, to pass, with or without variation, a special resolution authorizing the Corporation to amend its articles of incorporation to consolidate all of the issued and outstanding Common Shares on the basis of a consolidation ratio of up to five (5) pre-consolidated Common Shares for one (1) post-consolidation Common Share, with the exact ratio determined by the board.

For Against

7. Continue under Business Corporations Act (Ontario)

For

Against

To consider and, if thought fit, to pass, with or without variation, a special resolution to approving the continuance of the Corporation from the *Business Corporations Act* (Alberta) to the *Business Corporations Act* (Ontario) and the adoption of a new general by-law.

This Form of Proxy is solicited by management of the Corporation. The Common Shares represented by this Form of Proxy will be voted and, where the shareholder has specified a choice with respect to the above matters, will be voted as directed above or, if no choice is specified, will be voted in favour of the above matters.

Each holder of Common Shares has the right to appoint a person or company, who need not be a shareholder of the Corporation, to attend and to act for them and on their behalf at the Meeting or at any adjournment thereof other than the persons designated above. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.

The undersigned hereby revokes any proxies heretofore given.

Dated this _____ day of _____, 2021.

(Signature of Shareholder)

(Name of Shareholder – Please Print)

Number of Common Shares represent by this proxy: _____

Notes:

- (1) If the shareholder is a corporation, its corporate seal must be affixed or this Form of Proxy must be signed by a duly authorized officer or attorney of the corporation.
- (2) If you are signing this Form of Proxy as an executor, administrator, trustee, etc. you should indicate your capacity.
- (3) This Form of Proxy must be dated and the name of the shareholder should be exactly the same as the name in which the Common Shares are registered. If not dated, this Form of Proxy shall be deemed to bear the date on which it was mailed to shareholders by the Corporation.
- (4) This proxy will not be valid and will not be acted upon or voted unless it is signed and dated and delivered to Alliance Trust Company, #1010, 407 – 2nd Street SW, Calgary, Alberta, T2P 2Y3, or sent by fax to: (403) 237-6181, not less than 48 hours (excluding Saturdays, Sunday and holidays) before the time for holding the Meeting or any adjournment(s) thereof. A proxy is valid only at the meeting in respect of which it is given or any adjournment(s) of that meeting.
- (5) You may use the internet site at www.alliancetrust.ca to transmit your voting instructions. You should have this Form of Proxy in hand when you access the web site. You will be prompted to enter your Control Number, which is located on this Form of Proxy. If you vote by internet, your vote must be received not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment(s) thereof.
- (6) This Form of Proxy may be used to appoint a proxy holder (the "proxy holder") to attend and vote on your behalf at the Meeting and to convey your voting instructions. Complete proxy instructions are found in the accompanying management information circular. Please note that if you appoint a proxy holder and submit your voting instructions and subsequently wish to change your appointment or voting instructions, you may resubmit a proxy, prior to the cut off time noted above. When resubmitting a proxy, the latest proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that your latest proxy is submitted within the timeframe noted above.