

**LiveWell Canada Inc.**

("Livewell")

**FORM OF PROXY ("PROXY")**

Special Meeting  
 April 11, 2019 at 9:00 a.m. – EST  
 179 Promenade du Portage,  
 Gatineau, QC J8X 2K5  
 (the "Meeting")

**RECORD DATE:** March 5, 2019  
**CONTROL NUMBER:**  
**SEQUENCE #:**  
**FILING DEADLINE FOR PROXY:** April 9, 2019 at 9:00 a.m. - EST

VOTING METHOD	
<b>INTERNET</b>	Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number above
<b>FACSIMILE</b>	416-595-9593
<b>MAIL or HAND DELIVERY</b>	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Timothy McCunn, Chair** of Livewell, whom failing **Steven Archambault, CFO** of Livewell (the "Management Nominees"), or instead of any of them, the following Appointee

*Please print appointee name*

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

**- SEE VOTING GUIDELINES ON REVERSE -**

**RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES**

	FOR	WITHHOLD
<b>1. Election of Directors</b>		
a) Kent Hoggan	<input type="checkbox"/>	<input type="checkbox"/>
b) Owen Kenney	<input type="checkbox"/>	<input type="checkbox"/>
c) William Mackinnon	<input type="checkbox"/>	<input type="checkbox"/>
d) Michael Mueller	<input type="checkbox"/>	<input type="checkbox"/>
e) David Rendimonti	<input type="checkbox"/>	<input type="checkbox"/>
f) Paul G. Smith	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Amalgamation Transaction with Mercal and Vitality</b>		AGAINST
Approval of amalgamation transaction with Mercal and Vitality.	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Amended and Restated Stock Option Plan</b>		AGAINST
Approval of Amended and Restated Stock Option Plan.	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Special Resolution to Amend Articles to Change Name</b>		AGAINST
Approval of special resolution to approve change of name.	<input type="checkbox"/>	<input type="checkbox"/>
<b>5. Special Resolution to Amend Articles to Consolidate Issued and Outstanding Common Shares</b>		AGAINST
Approval of special resolution to consolidate common shares on a 15:1 basis.	<input type="checkbox"/>	<input type="checkbox"/>
<b>6. Special Resolution to Amend Articles to Consolidate issued and outstanding Series 1 Preferred Shares</b>		AGAINST
Approval of special resolution to consolidate Series 1 Preferred Shares on a 15:1 basis and amend Series 1 Conversion Price.	<input type="checkbox"/>	<input type="checkbox"/>
<b>7. Special Resolution to Amend Articles to Consolidate issued and outstanding Series 2 Preferred Shares</b>		AGAINST
Approval of special resolution to consolidate Series 2 Preferred Shares on a 15:1 basis and amend Series 2 Conversion Price.	<input type="checkbox"/>	<input type="checkbox"/>
<b>8. Termination of TSX-V Escrow Agreements</b>		AGAINST
Approval of termination of TSX-V Escrow Agreements.	<input type="checkbox"/>	<input type="checkbox"/>

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

*PLEASE PRINT NAME*

*Signature of registered owner(s)*

*Date (MM/DD/YYYY)*

## Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF LIVEWELL.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled “*Please print appointee name*”, the name of the person to be appointed, who need not be a security holder of Livewell.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of Livewell.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by TSX Trust Company* before the **Filing Deadline for Proxies**, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory’s power to sign the proxy.
9. Guidelines for proper execution of the proxy are available at [www.stac.ca](http://www.stac.ca). Please refer to the Proxy Protocol.

## Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit  
[www.tsxtrust.com/investorinsite](http://www.tsxtrust.com/investorinsite)

Click on, “*Register Online Now*” and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.