

ROSEHEARTY ENERGY INC.

PROXY

FOR USE AT THE
ANNUAL & SPECIAL MEETING OF SHAREHOLDERS
SEPTEMBER 30, 2019

This proxy is solicited on behalf of the management of “ROSEHEARTY ENERGY INC.” (the “Company”). The undersigned, being a shareholder of the Company hereby appoints ROBIN DOW, or if not him, _____ as proxyholder for and 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 annual and special meeting of the shareholders of the Company to be held on, September 30, 2019 (the “Meeting”), and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the Meeting or such adjournment or adjournments thereof. The undersigned hereby directs the proxyholder to vote the securities of the Company recorded in the name of the undersigned as specified herein.

1. **FOR WITHHOLD** To set the number of directors at five (5).
2. **FOR WITHHOLD** (a) The election of Robin Dow as a director of the Company.

FOR WITHHOLD (b) The election of Edwin Beaman as a director of the Company.

FOR WITHHOLD (c) The election of Kristine Dorward as a director of the Company.

FOR WITHHOLD (d) The election of Patricia Purdy as a director of the Company.

FOR WITHHOLD (e) The election of Michael Newman as a director of the Company.
3. **FOR WITHHOLD** To approve the appointment of Buckley Dodds LLP, Chartered Accountants as auditors of the
 Company for the ensuing year and to authorize the directors to fix the remuneration of the auditors.
4. **FOR AGAINST** To approve by special resolution the addition of the Advance Notice Provision to the
 Company’s Articles, as more particularly set out in Schedule “A” to the Management Information Circular
5. **FOR AGAINST** To approve by special resolution the alterations to the Company’s Articles with respect to the
 authority to alter the Authorized Share Structure (i.e. sections 6.1 and 6.2), as more particularly set out in Schedule “B” to the Management Information Circular;
6. **FOR AGAINST** To approve a consolidation of the issued and outstanding common shares of the Company on
 the basis of one (1) consolidated common share for each outstanding three (3) common shares;
7. **FOR AGAINST** To approve by ordinary resolution the change of name of the Company from ROSEHEARTY
 ENERGY INC. to ROSEHEARTY CBD INC., or such other name as the Directors in their absolute discretion may determine and regulatory authorities may permit, and to make such other changes to the form of Notice of Articles and articles as they deem appropriate and as may be required by the Registrar of Companies and that the Notice of Articles and Articles of the Company be altered accordingly.
8. **FOR AGAINST** To consider, and if deemed advisable, to pass, with or without amendment, an ordinary
 resolution approving the incentive stock option plan of the Company as more particularly described in the management information circular of the Company .
9. **FOR AGAINST** Consider, and if deemed advisable, to pass, an ordinary resolution to ratify, confirm and
 approve all the acts and proceedings of the directors and officers of the Corporation made since the last annual meeting of shareholders on May 28, 2014 to date including those disclosed or referred to in the Company’s Minute Books, records and other documentation, in the financial statements for the Corporation and in information disseminated to the shareholders by the Company.

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the Meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person. To be valid, this proxy must be received by the Company's transfer agent, Capital Transfer Agency Inc., 390 Bay Street, Suite 920 Toronto, ON M5H 2Y2, Fax Number: 416.350.5008, not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario, prior to the Meeting or any adjournment thereof. 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.

This proxy revokes and supersedes all proxies of earlier date.

DATED this ____ day of _____, 2019.

Online Voting Instructions

Signature of Shareholder

Name of Shareholder (Please Print)

Number of Shares Held

NOTES AND INSTRUCTIONS

THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.

1. The shares represented by this proxy will be voted. Where a choice is specified, the proxy will be voted as directed. **Where no choice is specified, this proxy will be voted in favour of the matters listed on the proxy.** The proxy confers discretionary authority on the above named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the notice of meeting accompanying the proxy or such other matters which may properly come before the Meeting.
2. Each shareholder has the right to appoint a person other than management designees specified above to represent them at the Meeting. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Company.
3. Each shareholder must sign this proxy. Please date the proxy. If the shareholder is a Company, the proxy must be executed by an officer or attorney thereof duly authorized.
4. If the proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Company.
5. If the shareholder appoints any of the persons designated above, **including persons other than Management Designees**, as proxy to attend and act at the Meeting:
 - (a) the shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;
 - (b) where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
 - (c) **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**

Notice and Access

The Canadian Securities Regulators have adopted new rules effective for meetings held after March 1, 2013, which permit the use of notice-and-access for proxy solicitation instead of traditional physical delivery of proxy material. This new process provides the option to post meeting related materials including management information circulars as well as annual financial statements and management's discussion and analysis ("MD&A"), on a website in addition to SEDAR. Under notice-and-access, meeting related materials will be available for viewing up to one year from the date of posting and a paper copy of the materials can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on at the Meeting is in the Circular under the heading "*Business of the Meeting – Matters to be Acted Upon*". **You should review the Circular before voting.**

The Company has elected to utilize notice-and-access and provide you with the Meeting materials which are available electronically on www.sedar.com and also on <http://capitaltransferagency.ca/>.

If you wish to receive a paper copy of the Meeting materials or have any questions about notice-and-access, please call 1.844-499-4482. In order to receive a paper copy in time for voting before the Meeting, your request should be received by August 30, 2019.