

**LETTER OF TRANSMITTAL AND ELECTION FORM
FOR REGISTERED HOLDERS OF SHARES OF**

GROWFORCE HOLDINGS INC.

For use in connection with an issuance of securities of MJardin Group, Inc.

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| THE PVS ELECTION WILL BE OPEN FOR ACCEPTANCE UNTIL 8:00 P.M. (EST) ON NOVEMBER 27, 2018, UNLESS EXTENDED (THE “EXPIRY TIME”). |
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Reference is made to the business combination transaction (the “**Business Combination**”) involving, among others, GrowForce Holdings Inc. (the “**Corporation**”) and MJardin Group, Inc. (“**MJardin**”). In connection with the completion of the Business Combination, the Corporation will amalgamate (the “**Amalgamation**”) with a wholly-owned subsidiary of MJardin.

This Letter of Transmittal and Election Form (this “**Letter of Transmittal**”) is for use by registered holders (“**Shareholders**”) of common shares (“**Shares**”) of the Corporation for the purpose of the Amalgamation referenced in the management information circular (the “**Circular**”) of the Corporation dated November 16, 2018, prepared in connection with the Business Combination, and delivered to Shareholders. Capitalized terms used but not otherwise defined herein have the respective meanings ascribe thereto in the Circular. **You are encouraged to carefully review the Circular in its entirety.**

In order to receive either common shares in the capital of MJardin (“**MJardin Common Shares**”) or class a proportionate voting shares in the capital of MJardin (“**MJardin PV Shares**” and collectively with the MJardin Common Shares, “**MJardin Shares**”) in accordance with this Letter of Transmittal to which a Shareholder is entitled pursuant to the Amalgamation, each Shareholder must forward by personal delivery or by registered mail a properly completed Letter of Transmittal accompanied by the share certificate(s) representing their existing Shares, if applicable, to Odyssey Trust Company (the “**Depository**”).

The instructions accompanying this Letter of Transmittal specify certain signature guarantees and additional documents that Shareholders may be required to provide with this Letter of Transmittal. Shareholders may, upon request, be required to execute any additional documents deemed by the Depository or the Corporation, at their discretion, to be reasonably necessary or desirable to complete the deposit and cancellation of their existing Shares in exchange for the applicable MJardin Shares. It is recommended that Shareholders complete, sign and return this Letter of Transmittal, with any accompanying certificate(s) representing their existing Shares, if applicable, to the Depository as soon as practicable following receipt of such Letter of Transmittal.

Until surrendered, each certificate which immediately prior to the effective time of the Amalgamation represented old Shares of the Corporation will be deemed, at any time after the effective time of the Amalgamation, to represent the number of whole MJardin Shares to which such Shareholder is entitled as a result of the Amalgamation.

This Letter of Transmittal is for use by registered Shareholders only and is not to be used by beneficial (non-registered) holders of Shares (“Beneficial Holders”). Beneficial Holders do not have Shares registered in their name, but hold their Shares through an intermediary, which include, among others, banks, trust companies, securities dealers, brokers or financial advisors. If you are a Beneficial Shareholder, you should contact your intermediary for instructions and assistance in depositing your Shares.

No fractional MJardin Common Shares will be issued to holders of Shares; in lieu of any fractional entitlement, the number of MJardin Common Shares issued to each former holder of Shares shall be rounded up to the nearest whole MJardin Common Share in the event that the former holder of Shares is entitled to receive a fractional share representing 0.5 or more of a MJardin Common Share, or be rounded down to the nearest whole MJardin Common Share in the event that the former holder of Shares is entitled to receive a fractional share representing less than 0.5 of a MJardin Common Share.

MJardin may issue MJardin PV Shares in fractional amounts, rounded to the nearest one-thousandth of a MJardin PV Share. The number of MJardin PV Shares issued to each former holder of Shares shall be rounded up to the nearest one-thousandth of a MJardin PV Share, in the event that the former holder of Shares is entitled to receive a fractional share representing 0.0005 or more of a MJardin PV Share, or be rounded down to the nearest one-thousandth of a MJardin PV Share in the event that the former holder of Shares is entitled to receive a fractional share representing less than 0.0005 of a MJardin PV Share.

TO: ODYSSEY TRUST COMPANY

AND TO: MJARDIN GROUP, INC.

In connection with the Amalgamation, the undersigned hereby irrevocably deposits with the Depositary the enclosed certificate(s) representing Shares, details of which are as follows:

| <u>BOX 1 – FOR ALL SHAREHOLDERS</u> | | |
|--|-------------------------|----------------------------------|
| Certificate Number(s) | Number of Shares | Registered in the Name of |
| | | |
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| <u>BOX 2 – FOR U.S. SHAREHOLDERS ONLY</u> | |
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| MJardin PV SHARE ELECTION | |
| A. The undersigned hereby elects to receive one of the following forms of consideration for the amount of deposited Shares represented by the certificate(s) listed in Box 1 above. U.S. Shareholders (defined below) may elect to receive either the PVS Alternative OR the Common Alternative as to all or a portion of their Shares. A “ U.S. Shareholder ” is any shareholder that is a United States person for United States federal income tax purposes. | |
| <input type="checkbox"/> 0.000375 of a MJardin PV Share for each Share deposited (the “PVS Alternative”) | |
| OR | |
| <input type="checkbox"/> 0.375 of a MJardin Common Share for each Share deposited (the “Common Alternative”) | |
| B. U.S. Shareholders may elect the PVS Alternative as to all or only a portion of their Shares. U.S. Shareholders that are electing the PVS Alternative as to <u>LESS THAN ALL</u> of the deposited Shares represented by the certificate(s) in Box 1 should complete the information below. If you do not complete the following blank, you will be presumed to have elected the PVS Alternative as to all of the deposited Shares represented by the certificate(s) in Box 1. | |
| _____ Shares deposited pursuant to the PVS Alternative | |

The holders of MJardin PV Shares are entitled to the rights and privileges as specifically described in the section of the Circular titled "The Proportionate Voting Share Election." In brief, the holders of MJardin PV Shares are entitled to receive notice of and to attend and vote at all meetings of the holders of the MJardin Common Shares. In addition, the holders of MJardin PV Shares each have a right to convert into 1,000 MJardin Common Shares without payment of additional consideration.

Any U.S. Shareholder who fails to submit this Letter of Transmittal electing the PVS Alternative by the Expiry Time or who does not properly elect either the PVS Alternative or the Common Alternative in this Letter of Transmittal with respect to any Shares deposited by such U.S. Shareholder pursuant to the Business Combination will be deemed to have elected the Common Alternative. Any PVS Alternative elected by a Canadian Shareholder will be disregarded.

(Please print or type. If space is insufficient, please attach a list to this Letter of Transmittal in the above form.)

It is understood that, upon receipt of the certificate(s) representing the Shares deposited herewith (the "Deposited Shares"), this Letter of Transmittal, duly completed and signed, and all other required documents, if any, the Depositary will deliver certificate(s) representing the MJardin Shares that the undersigned is entitled to receive or hold such MJardin Shares for pick-up in accordance with the instructions set out below, and the certificate(s) representing the Deposited Shares will forthwith be cancelled.

The undersigned Shareholder hereby represents, warrants, covenants, acknowledges and agrees in favour of the Corporation that: (i) the undersigned is the registered holder of the Deposited Shares; (ii) such Deposited Shares are owned by the undersigned free and clear of all liens, charges, and encumbrances; (iii) the undersigned has full power and authority to execute and deliver this Letter of Transmittal and to deposit and deliver the Deposited Shares for cancellation and exchange for MJardin Shares pursuant to the Amalgamation and that none of the Corporation, MJardin, or any of their respective successors will be subject to any adverse claim in respect of the deposit of such Deposited Shares; (iv) the surrender of the Deposited Shares complies with all applicable laws; (v) all information inserted by the undersigned into this Letter of Transmittal is complete, true and accurate; (vi) the undersigned irrevocably constitutes and appoints the Depositary, each officer and director of the Corporation and any other person designated by the Corporation in writing, the true and lawful agent, attorney and attorney-in-fact of the undersigned with respect to the Deposited Shares and any distributions on such securities with full power of substitution (such power of attorney, being coupled with an interest, being irrevocable) in the name of and on behalf of the undersigned, to register or record the cancellation and exchange of such Deposited Shares for MJardin Shares on the securities register of the Corporation; (vii) the issuance and delivery of the appropriate number of MJardin Shares in accordance with the instructions set out below and the information contained in the Circular will completely discharge any and all obligations of the Corporation and the Depositary with respect to the matters contemplated by this Letter of Transmittal; and (viii) unless the Amalgamation is not implemented, the deposit of Deposited Shares pursuant to this Letter of Transmittal is irrevocable. These representations, warranties, covenants, acknowledgements and agreements shall survive the completion of the Amalgamation.

Except for any proxy granted by this Letter of Transmittal, the undersigned revokes any and all authority, whether as agent, attorney, attorney-in-fact, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Deposited Shares. Other than in connection with the Amalgamation, no subsequent authority, whether as agent, attorney, attorney-in-fact, proxy or otherwise, will be granted with respect to the Deposited Shares.

The instructions accompanying this Letter of Transmittal specify certain signature guarantees and additional documents that the undersigned may be required to provide with this Letter of Transmittal. Additionally, the undersigned may, upon request, be required to execute any additional documents deemed by the Depositary or the Corporation in their discretion to be reasonably necessary or desirable to complete the deposit and cancellation of the Deposited Shares in exchange for the applicable MJardin Shares contemplated by this Letter of Transmittal. The undersigned hereby acknowledges that the delivery of the Deposited Shares shall be effected and the risk of loss of such Deposited Shares shall pass only upon proper receipt thereof by the Depositary.

Each authority conferred or agreed to be conferred by the undersigned in this Letter of Transmittal shall survive the death or incapacity of the undersigned and any obligation of the undersigned hereunder shall be binding upon the heirs, personal representatives, legal representatives, successors and assigns of the undersigned.

The undersigned instructs the Corporation and the Depositary to, promptly after the effective time of the Amalgamation and receipt of a properly completed and signed Letter of Transmittal, the applicable Share certificate(s), if any, and all other required documentation, if any, issue or cause to be issued certificate(s) representing the MJardin Shares to which the undersigned is entitled pursuant to the Amalgamation and mail such certificate(s) by first-class insured mail, postage prepaid, or hold such certificate(s) for pick-up, all in accordance with the instructions set out below. If a certificate representing Deposited Shares has any restrictive legends on the back thereof, the new share certificate will be issued with the same restrictive legends, if any.

It is understood that the undersigned will not receive the MJardin Shares in respect of the Deposited Shares until the certificate(s) representing the Deposited Shares owned by the undersigned are received by the Depositary at the address set forth on the back of this Letter of Transmittal, together with a duly completed and signed Letter of Transmittal and all other required documents, if any, and until the same are processed by the Depositary (which shall not occur until after the effective time of the Amalgamation).

If the Amalgamation is not implemented for any reason, the enclosed certificate(s) representing Shares and all other ancillary documents received by the Depositary will be returned forthwith to the undersigned all in accordance with the instructions set out below.

The undersigned authorizes and directs the Depositary to issue a DRS statement representing MJardin Shares to which the undersigned is entitled as indicated below and to mail such DRS statement to the address indicated below or, if no instructions are given, in the name and to the address if any, of the undersigned as appears on the share register maintained by the Depositary. The undersigned also consents to electronic delivery of a DRS statement if email delivery is selected below.

A. REGISTER MJARDIN SHARES AS FOLLOWS:

Name: _____

Address: _____

Postal (Zip) Code: _____

B. DELIVERY

☐ Mail or make available for delivery DRS statement or certificate(s) representing MJardin Shares as follows:

Name: _____

Address: _____

Postal (Zip) Code: _____

☐ Make available for pick-up at the office of the Depositary, against a counter receipt, by:

Name: _____

Address: _____

☐ Email DRS statement or certificate(s) representing MJardin Shares to the email address below:

C. SIGNATURE GUARANTEE

IMPORTANT: This box must be completed fully if the name in which any MJardin Shares is to be issued differs from the name of the registered holder appearing on the existing Share certificate(s). (See instruction 3)

Date: _____

Signature: _____

Name: _____

Address: _____

Postal (Zip) Code: _____

Signature Guaranteed by: _____

>>> IMPORTANT: THIS LETTER OF TRANSMITTAL MUST BE DATED AND SIGNED <<<

Dated: _____

(Signature)

(Name of Shareholder)

(Name of authorized representative)

INSTRUCTIONS

1. Use of Letter of Transmittal

- (a) Unless defined in this Letter of Transmittal, capitalized terms have the meaning ascribed thereto in the Circular. Shareholders should refer to the Circular for particulars of the Business Combination.
- (b) Each Shareholder holding certificate(s) representing Shares must send or deliver this Letter of Transmittal duly completed and signed together with the share certificate(s) described herein to the Depositary at the office set out in Instruction 8 below. The method of delivery of the certificate(s) representing the Shares to the Depositary is at the option and risk of the Shareholder. It is recommended that such documents be delivered by hand to the Depositary and a receipt obtained. If mail is used, registered mail, properly insured with acknowledgement of receipt requested, is suggested. Delivery will be effected only when documents are actually received by the Depositary at the office set out below.
- (c) Shareholders whose Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee should contact that nominee for instructions and assistance in depositing those Shares.
- (d) All questions as to the validity, form and acceptance of any Shares will be determined by the Corporation in its absolute discretion and such determination shall be final and binding. The Corporation reserves the right if it so elects in its absolute discretion to instruct the Depositary to waive any defect or irregularity contained in any Letter of Transmittal and/or any accompanying documents received by it.

2. Signatures

- (a) If this Letter of Transmittal is signed by the registered owner(s) of the accompanying certificate(s) representing Shares, such signature(s) on this Letter of Transmittal must correspond with the name(s) as registered or as written on the face of such certificate(s) without any change whatsoever, and the certificate(s) need not be endorsed.
- (b) If any of the Deposited Shares are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal.
- (c) If this Letter of Transmittal is signed by a person other than the registered owner(s) of the accompanying certificate(s) representing Shares, or if a certificate(s) representing MJardin Shares is to be issued to a person other than the registered owner(s), the registered Shareholder must fill in Part C as well as Parts A and B of this Letter of Transmittal and:
 - (i) such deposited certificate(s) must be endorsed or be accompanied by appropriate share transfer power(s) of attorney duly and properly completed by the registered owner(s); and
 - (ii) the signature(s) on such endorsement or share transfer power(s) of attorney must correspond exactly to the name(s) of the registered owner(s) as registered or as appearing on the certificate(s) and must be guaranteed as noted in Instruction 3 below.

3. Guarantee of Signatures

- (a) No signature guarantee is required on this Letter of Transmittal if it is signed by the registered holder(s) of the Shares deposited therewith, unless this Letter of Transmittal is signed by a person other than the registered owner(s) of the accompanying certificate(s) representing Shares, or if a certificate(s) representing MJardin Shares is to be issued to a person other than the registered owner(s).

- (b) If this Letter of Transmittal is signed by a person other than the registered owner(s) of the Shares, or if the Amalgamation is not completed and the accompanying certificate(s) are to be returned to a person other than such registered owner(s), or sent to an address other than the address of the registered owner(s) as shown on the registers of the transfer agent of the Corporation, or if the MJardin Shares are to be issued in a name other than the registered owner(s), such signature must be guaranteed by an Eligible Institution (as defined below), or in some other manner satisfactory to the Depositary (except that no guarantee is required if the signature is that of an Eligible Institution). See also Instruction 2.

An “**Eligible Institution**” means a Canadian Schedule I chartered bank, a major trust company in Canada, a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada and the United States, members of the Investment Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States.

4. Fiduciaries, Representatives and Authorizations

Where the Letter of Transmittal is executed on behalf of a corporation, partnership or association or by an agent, executor, administrator, trustee, guardian or any person acting in a representative capacity, the Letter of Transmittal must be accompanied by satisfactory evidence of their proof of appointment and authority to act. The Corporation and the Depositary may, at their discretion, require additional evidence of appointment or authority or additional documentation.

5. Lost Certificates

If a share certificate has been lost or destroyed, the Letter of Transmittal must be completed as fully as possible and forwarded to the Depositary together with a letter stating the loss. The Depositary will respond with the replacement requirements, which must be properly completed and returned prior to effecting the exchange.

6. Return of Certificates

If the Amalgamation does not proceed for any reason, any certificate(s) representing Shares received by the Depositary will be returned to you forthwith in accordance with the delivery instructions given pursuant to Part B, or failing such address being specified, to the undersigned at the last address of the undersigned as it appears on the securities register of the Corporation.

7. Privacy Notice:

Odyssey Trust Company takes your privacy seriously. In the course of providing services as Depositary, we receive non-public, personal information about you. We receive this information through transactions we perform for you and through other communications with you. We may also receive information about you by virtue of your transactions with affiliates of Odyssey Trust Company, or other parties. This information may include your name, social insurance number, stock/unit ownership information and other financial information. With respect to both to current and former securityholders, Odyssey Trust Company does not share non-public personal information with any non-affiliated third party except as necessary to process a transaction, service your account or as permitted by law. Our affiliates and outside service providers with whom we share information are legally bound not to disclose the information in any manner, unless permitted by law or other governmental process. We strive to restrict access to your personal information to those employees who need to know the information to provide our services to you, and we maintain physical, electronic and procedural safeguards to protect your personal information. Odyssey Trust Company realizes that you entrust us with confidential personal and financial information and we take that trust very seriously. By providing your personal information to us and signing this form, we will assume, unless we hear from you to the contrary, that you have consented and are consenting to this use and disclosure. A complete copy of our Privacy Policy may be accessed at www.odysseytrust.com

or you may request a copy in writing to Stock Exchange Tower, 350 - 300 5th Avenue SW, Calgary AB T2P 3C4

9. Miscellaneous

Additional copies of the Letter of Transmittal may be obtained from the Depositary at the office listed below. Any questions should be directed to the Depositary at the address below.

ODYSSEY TRUST COMPANY

By Mail, Hand or Courier:

United Kingdom Building
323 - 409 Granville Street
Vancouver BC V6C 1T2

You may also contact your broker, investment dealer, commercial bank, trust company manager, bank manager, lawyer or other professional advisor for assistance concerning the completion of this Letter of Transmittal.