

GROWFORCE HOLDINGS INC.
47 Colborne Street, Suite 301
Toronto, ON M5E 1P8

FORM OF PROXY

SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON NOVEMBER 27, 2018

The undersigned, being a holder of common shares of GrowForce Holdings Inc. (“**GrowForce**”) hereby appoints **RISHI GAUTAM**, Chief Executive Officer of GrowForce, or failing him, **CHRISTOPHER SETO**, Chief Financial Officer and Secretary of GrowForce, or in lieu of the foregoing, _____, as proxyholder of the undersigned, to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the special meeting of shareholders of GrowForce (the “**Meeting**”) to be held at WeirFoulds LLP, 66 Wellington Street West, Suite 4100, TD Bank Tower, Toronto, Ontario, on November 27, 2018, at 10:00 a.m. (Toronto time) and at any adjournment or postponement thereof. The undersigned hereby directs the proxyholder to vote the shares of the undersigned in the manner indicated below:

(1) TO VOTE FOR () OR AGAINST () a special resolution authorizing the amalgamation (the “**Amalgamation**”) under Section 174 of the *Business Corporations Act* (Ontario) (the “**OBCA**”) of GrowForce and a wholly-owned subsidiary (“**MJardin Subco**”) of MJardin Group, Inc. (“**MJardin**”), all as more particularly described and set forth in the notice of special meeting of shareholders (the “**Notice of Meeting**”) dated November 16, 2018, of GrowForce (as the Amalgamation may be amended, modified or supplemented in accordance with the amalgamation agreement to be entered between GrowForce, MJardin Subco and MJardin.

Shareholders who are unable to attend the Meeting in person are requested to sign and return this proxy form to GrowForce at 47 Colborne Street, Suite 301, Toronto, ON M5E 1P8. Proxies submitted must be received by 10:00 a.m. (Toronto time) on November 26, 2018, in order to be used at the Meeting. Proxies delivered after such time may be accepted or rejected by the Chairman of the Meeting in his discretion.

DATED this ____ day of _____, 2018.

Signature of Shareholder(s)

Print name

THIS PROXY MAY NOT BE VALID UNLESS IT IS SIGNED AND DATED.

INSTRUCTIONS:

1. Every holder has the right to appoint some other person or corporation of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or corporation other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. This form of proxy must be dated and signed by the appointor or his/her/its attorney authorized in writing or, if the appointor is a body corporate, this form of proxy must be executed by a duly authorized and appointed officer, attorney or representative thereof. If executed by an officer, attorney or other duly appointed representative, the original or notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the meeting, must accompany this proxy.
3. If the proxy is not dated, it will be deemed to bear the date on which it was mailed.
4. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by management of GrowForce.
5. The shares represented by this proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for.
6. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting or any adjournment or postponement thereof.